

Hearing Date and Time: June 29, 2022 at 10:00 a.m. (Eastern Time)

Response Deadline: June 16, 2022 at 4:00 p.m. (Eastern Time)

THE DEBTORS' FORTY-SEVENTH OMNIBUS OBJECTION TO CLAIMS SEEKS TO RECLASSIFY OR DISALLOW CERTAIN FILED PROOFS OF CLAIM. PARTIES RECEIVING THIS NOTICE SHOULD REVIEW THE OBJECTION TO DETERMINE IF THEIR NAME(S) AND/OR CLAIM(S) ARE LOCATED IN THE OBJECTION AND/OR THE EXHIBIT ATTACHED THERETO TO DETERMINE WHETHER THE OBJECTION AFFECTS THEIR CLAIM(S).

**IF YOU HAVE QUESTIONS, PLEASE CONTACT
DEBTORS' COUNSEL, PHIL DIDONATO, ESQ., AT (212) 310-8636.**

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**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

-----X	
In re	: Chapter 11
	:
SEARS HOLDINGS CORPORATION, et al.,	: Case No. 18-23538 (RDD)
	:
Debtors.¹	: (Jointly Administered)
-----X	

**NOTICE OF HEARING ON DEBTORS' FORTY-SEVENTH
OMNIBUS OBJECTION TO PROOFS OF CLAIM
(RECLASSIFY OR DISALLOW RETIREE CLAIMS)**

PLEASE TAKE NOTICE that, on May 26, 2022, Sears Holdings Corporation and certain of its affiliates, as debtors and debtors in possession in the above-captioned chapter 11

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, are as follows: Sears Holdings Corporation (0798); Kmart Holding Corporation (3116); Kmart Operations LLC (6546); Sears Operations LLC (4331); Sears, Roebuck and Co. (0680); ServiceLive Inc. (6774); SHC Licensed Business LLC (3718); A&E Factory Service, LLC (6695); A&E Home Delivery, LLC (0205); A&E Lawn & Garden, LLC (5028); A&E Signature Service, LLC (0204); FBA Holdings Inc. (6537); Innovel Solutions, Inc. (7180); Kmart Corporation (9500); MaxServ, Inc. (7626); Private Brands, Ltd. (4022); Sears Development Co. (6028); Sears Holdings Management Corporation (2148); Sears Home & Business Franchises, Inc. (6742); Sears Home Improvement Products, Inc. (8591); Sears Insurance Services, L.L.C. (7182); Sears Procurement Services, Inc. (2859); Sears Protection Company (1250); Sears Protection Company (PR) Inc. (4861); Sears Roebuck Acceptance Corp. (0535); SR – Rover de Puerto Rico, LLC (f/k/a Sears, Roebuck de Puerto Rico, Inc.)

cases (collectively, the “**Debtors**”) filed the *Debtors’ Forty-Seventh Omnibus Objection to Proofs of Claim (Reclassify or Disallow Retiree Claims)* (the “**Objection**”) with the United States Bankruptcy Court for the Southern District of New York (the “**Bankruptcy Court**”).

PLEASE TAKE FURTHER NOTICE that the Objection requests that the Bankruptcy Court reclassify as general unsecured claims or disallow the claims listed on **Exhibit A** and **Exhibit B** annexed hereto (the “**Proofs of Claim**”), on the ground(s) as set forth on each Exhibit. .

PLEASE TAKE FURTHER NOTICE that the *Court-Ordered Claims Hearing Procedures* (the “**Claims Hearing Procedures**”), annexed hereto as **Exhibit C**, shall apply and govern the Objection. The Claims Hearing Procedures provide for certain mandatory actions by claimants (each, a “**Claimant**” and collectively, the “**Claimants**”) within certain time periods. Therefore, please review the Claims Hearing Procedures carefully. Failure to comply with the Claims Hearing Procedures may result in the reclassification of a Proof of Claim and Disputed Claim without further notice to the applicable Claimant(s).

PLEASE TAKE FURTHER NOTICE that, if Claimant does NOT oppose the relief requested, then Claimant does NOT need to file a written response (the “**Response**”) to the Objection and Claimant does NOT need to appear at the Hearing (as defined herein).

PLEASE TAKE FURTHER NOTICE that, if Claimant DOES oppose the relief requested, then Claimant MUST file with the Bankruptcy Court and serve on the parties listed below a Response to the Objection, so as to be filed and received by no later than **June 16, 2022, at 4:00 p.m. (prevailing Eastern Time)** (the “**Response Deadline**”).

PLEASE TAKE FURTHER NOTICE that Response(s) to the Objection, if any, must be in writing, shall conform to the Federal Rules of Bankruptcy Procedure and the Local Bankruptcy Rules for the Southern District of New York, and shall be filed with the Bankruptcy Court (i) by attorneys practicing in the Bankruptcy Court, including attorneys admitted *pro hac vice*, electronically in accordance with General Order M-399 (which can be found at www.nysb.uscourts.gov), and (ii) by all other parties-in-interest, on a CD-ROM, in text-searchable portable document format (PDF) (with a hard copy delivered directly to Chambers), in accordance with the customary practices of the Bankruptcy Court and General Order M-399, to the extent applicable, and shall be served in accordance with the *Amended Order Implementing Certain Notice and Case Management Procedures*, entered on November 1, 2018 (ECF No. 405) (the “**Amended Case Management Order**”), so as to be filed with the Bankruptcy Court and received by the parties listed below by or before the Response Deadline.

(3626); SYW Relay LLC (1870); Wally Labs LLC (None); SHC Promotions LLC (9626); Big Beaver of Florida Development, LLC (None); California Builder Appliances, Inc. (6327); Florida Builder Appliances, Inc. (9133); KBL Holding Inc. (1295); KLC, Inc. (0839); Kmart of Michigan, Inc. (1696); Kmart of Washington LLC (8898); Kmart Stores of Illinois LLC (8897); Kmart Stores of Texas LLC (8915); MyGofer LLC (5531); Rover Brands Business Unit, LLC (f/k/a Sears Brands Business Unit Corporation) (4658); Sears Holdings Publishing Company, LLC. (5554); Sears Protection Company (Florida), L.L.C. (4239); SHC Desert Springs, LLC (None); SOE, Inc. (9616); StarWest, LLC (5379); STI Merchandising, Inc. (0188); Troy Coolidge No. 13, LLC (None); BlueLight.com, Inc. (7034); Sears Brands, L.L.C. (4664); Sears Buying Services, Inc. (6533); Kmart.com LLC (9022); Sears Brands Management Corporation (5365); and SRe Holding Corporation (4816). The location of the Debtors’ corporate headquarters is c/o M-III Partners, LP, 1700 Broadway, 19th Floor, New York, NY 10019.

PLEASE TAKE FURTHER NOTICE that Response(s) to the Objection, if any, must contain, at a minimum, the following: (i) a caption setting forth the name of the Bankruptcy Court, the names of the Debtors, the case number and the title of the Objection to which the Response is directed; (ii) the name of the Claimant and description of the basis for the amount of the Proof of Claim; (iii) a concise statement setting forth the reasons why the Disputed Claim should not be reclassified for the reasons set forth in the Objection, including, but not limited to, the specific factual and legal bases upon which Claimant will rely in opposing the Objection; (iv) all documentation or other evidence of the Proof of Claim, to the extent not included with the Proof of Claim previously filed with the Bankruptcy Court, upon which Claimant will rely in opposing the Objection; (v) the address(es) to which the Debtors must return any reply to Claimant's Response, if different from that presented in the applicable Proof of Claim; and (vi) the name, address, and telephone number of the person (which may be Claimant or Claimant's designated legal representative) possessing ultimate authority to reconcile, settle, or otherwise resolve the Proof of Claim on Claimant's behalf.

PLEASE TAKE FURTHER NOTICE that the Bankruptcy Court will consider a Response only if the Response is timely filed, served, and received in accordance with the Amended Case Management Order and the procedures set forth herein. A Response will be deemed timely filed, served, and received only if the original Response is actually received on or before the Response Deadline by (i) the chambers of the Honorable Robert D. Drain, United States Bankruptcy Court for the Southern District of New York, 300 Quarropas Street, White Plains, New York 10601; (ii) Weil, Gotshal, & Manges LLP, 767 Fifth Avenue, New York, New York 10153 (Attn: Ray C. Schrock, Esq., Jacqueline Marcus, Esq., Garrett A. Fail, Esq., and Sunny Singh, Esq.), attorneys for the Debtors; and (iii) Akin Gump Strauss Hauer & Feld LLP, One Bryant Park, New York, New York 10036 (Attn: Philip C. Dublin, Esq., Ira Dizengoff, Esq., and Sara Lynne Brauner, Esq.), attorneys for the Official Committee of Unsecured Creditors appointed in these cases.

PLEASE TAKE FURTHER NOTICE that, except as otherwise permitted under the Claims Hearing Procedures, a hearing to consider the Objection will be held before the Honorable Robert D. Drain, United States Bankruptcy Judge, at the United States Bankruptcy Court for the Southern District of New York, 300 Quarropas Street, White Plains, New York 10601, on **June 29, 2022 at 10:00 a.m. (prevailing Eastern Time)** (the "Hearing"). If Claimant files a Response to the Objection, Claimant should plan to appear at the Hearing. The Debtors, however, reserve the right to continue the Hearing on the Objection with respect to the Proof(s) of Claim that are the subject of such Response. If the Debtors do continue the Hearing with respect to such Proof(s) of Claim, then the Hearing on the Objection with respect to such Proof(s) of Claim will be held at a later date. If the Debtors do not continue the Hearing with respect to such Proof(s) of Claim, then a Hearing on the Objection will be conducted on the above date.

PLEASE TAKE FURTHER NOTICE that if Claimant does not timely file and serve a Response to the Objection with respect to the Claims listed on Exhibit A hereto, the Debtors may, on or after the Response Deadline, submit to the Bankruptcy Court an order substantially in the form of the proposed order annexed as Exhibit B to the Objection, which order may be entered without further notice or opportunity to be heard.

PLEASE TAKE FURTHER NOTICE that the Debtors retain the right to object on other grounds to the Proof(s) of Claim (or to any other Proof(s) of Claim Claimant may have filed) at a later date. Claimant will receive a separate notice of any such objection(s).

PLEASE TAKE FURTHER NOTICE that Claimant may participate in the Hearing telephonically, provided Claimant complies with the Bankruptcy Court's instructions (including, without limitation, providing prior written notice to counsel for the Debtors and any statutory committee), which can be found on the Bankruptcy Court's website at www.nysb.uscourts.gov.

PLEASE TAKE FURTHER NOTICE that, if any Claimant wishes to view the complete Objection, such Claimant can do so for free at <https://restructuring.primeclerk.com/sears>. **Claimants should not contact the Clerk of the Bankruptcy Court to discuss the merits of their Proof(s) of Claim.**

Dated: May 26, 2022
New York, New York

/s/ Garrett A. Fail

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and Debtors in Possession*

Exhibit A

Reclassified Claims

Debtors' Forty-Seventh Omnibus Objection to Claims
Exhibit A - Reclass to GUCIn re: Sears Holdings Corporation, et al.
Case No. 18-23538 (RDD)

Schedule of Claims to be Reclassified					
Ref #	Name of Claimant	Retiree Class Member Name	Affected Proof of Claim No.	Asserted Claim	Reason for Reclassification
1.	Allaire Jr., Roy J.	Not Specified	22921	Priority	No Evidence of Death on or Between 3/15/19 and 10/9/19
2.	Allen, Garnet	Not Specified	25059	Priority	No Evidence of Death on or Between 3/15/19 and 10/9/19
3.	Amrein, Richard F.	Not Specified	21294	Priority	No Evidence of Death on or Between 3/15/19 and 10/9/19
4.	Betty Lee Payne Estate	Payne, Betty	25684	Priority	Below threshold for Sears Retiree Class Membership
5.	Bowes, Mary R.	Not Specified	23208	Priority	No Evidence of Death on or Between 3/15/19 and 10/9/19
6.	Brower, Norma	Not Specified	24762	Priority	No Evidence of Death on or Between 3/15/19 and 10/9/19
7.	Brown, Dorothy M	Not Specified	23957	Priority	No Evidence of Death on or Between 3/15/19 and 10/9/19
8.	Burke, Joan F	Not Specified	26576	Priority	No Evidence of Death on or Between 3/15/19 and 10/9/19
9.	Cameron, Catherine	Not Specified	21699	Priority	No Evidence of Death on or Between 3/15/19 and 10/9/19
10.	Campbell, William A	Not Specified	25135	Priority	No Evidence of Death on or Between 3/15/19 and 10/9/19
11.	Carter, Flo (Florence)	Not Specified	22277	Priority	No Evidence of Death on or Between 3/15/19 and 10/9/19
12.	Cassel Jr, Walter C	Not Specified	22681	Priority	No Evidence of Death on or Between 3/15/19 and 10/9/19
13.	Castellana, John E	Not Specified	22257	Priority	No Evidence of Death on or Between 3/15/19 and 10/9/19
14.	Childers, Ethel Idell	Not Specified	24868	Priority	No Evidence of Death on or Between 3/15/19 and 10/9/19
15.	Churchwell, Doris J.	Not Specified	21364	Priority / Secured / 503(b)(9)	No Evidence of Death on or Between 3/15/19 and 10/9/19
16.	Cinquanto, Raymond D	Not Specified	21768	Priority	No Evidence of Death on or Between 3/15/19 and 10/9/19
17.	Cornelius, Brenda	Paulk, Leonard	25343	Priority	No Evidence of Death on or Between 3/15/19 and 10/9/19
18.	Cronin, John	Not Specified	23604	Priority	No Evidence of Death on or Between 3/15/19 and 10/9/19
19.	Crump, Eleanor	Not Specified	24836	Priority	No Evidence of Death on or Between 3/15/19 and 10/9/19
20.	Darlington, Mary	Darlington, Mary	22912	Priority	No Evidence of Death on or Between 3/15/19 and 10/9/19
21.	Davis Jr, Irvin W	Not Specified	24630	Priority	No Evidence of Death on or Between 3/15/19 and 10/9/19
22.	Dechicco, Philip R.	Not Specified	25102	Priority	No Evidence of Death on or Between 3/15/19 and 10/9/19
23.	Dechicco, Philip R.	Not Specified	25103	Priority	No Evidence of Death on or Between 3/15/19 and 10/9/19
24.	D'Eugenio, Evelyn	Not Specified	22377	Priority	No Evidence of Death on or Between 3/15/19 and 10/9/19
25.	Donahue, Floretta S.	Not Specified	24935	Priority	No Evidence of Death on or Between 3/15/19 and 10/9/19
26.	Donna Rangel For The Estate Of Imogene Gorer	Not Specified	24993	Priority	No Evidence of Death on or Between 3/15/19 and 10/9/19

Debtors' Forty-Seventh Omnibus Objection to Claims
Exhibit A - Reclass to GUCIn re: Sears Holdings Corporation, et al.
Case No. 18-23538 (RDD)

Schedule of Claims to be Reclassified					
Ref #	Name of Claimant	Retiree Class Member Name	Affected Proof of Claim No.	Asserted Claim	Reason for Reclassification
27.	Dunks, Wallace Edwin	Not Specified	20995	Priority	No Evidence of Death on or Between 3/15/19 and 10/9/19
28.	Estate of Alma J. Anderson	Anderson, Elma	23050	Priority	No Evidence of Death on or Between 3/15/19 and 10/9/19
29.	Estate of Dupree Leon Cape	Cape, Dupree	24586	Priority	No Evidence of Death on or Between 3/15/19 and 10/9/19
30.	Estes, Kelsay Anne	Not Specified	21122	Priority	No Evidence of Death on or Between 3/15/19 and 10/9/19
31.	Finley, Linzie	Not Specified	25176	Secured / Priority	No Evidence of Death on or Between 3/15/19 and 10/9/19
32.	Finley, Thelma Louise	Not Specified	21923	Priority	No Evidence of Death on or Between 3/15/19 and 10/9/19
33.	Gallop, Wilma J.	Not Specified	24485	Priority	No Evidence of Death on or Between 3/15/19 and 10/9/19
34.	Garland, Kathryn J.	Not Specified	23038	Secured	No Evidence of Death on or Between 3/15/19 and 10/9/19
35.	Gervasi, Dorothy C.	Not Specified	25571	Priority	No Evidence of Death on or Between 3/15/19 and 10/9/19
36.	Golding, Charles M.	Not Specified	22011	Priority	No Evidence of Death on or Between 3/15/19 and 10/9/19
37.	Goodlow, Alphonse	Not Specified	25886	Priority	No Evidence of Death on or Between 3/15/19 and 10/9/19
38.	Gordon, Gloria M	Not Specified	25554	Priority / 503(b)(9)	No Evidence of Death on or Between 3/15/19 and 10/9/19
39.	Gravelle, Arthur P.	Not Specified	21499	Priority	No Evidence of Death on or Between 3/15/19 and 10/9/19
40.	Gremlie, Eileen	Not Specified	20670	Priority	No Evidence of Death on or Between 3/15/19 and 10/9/19
41.	Griffin, Dwight H.	Not Specified	23942	Priority	No Evidence of Death on or Between 3/15/19 and 10/9/19
42.	Guillermo, Leona	Not Specified	23278	Priority	No Evidence of Death on or Between 3/15/19 and 10/9/19
43.	Guiseppe, Catherine M	Not Specified	23460	Priority	No Evidence of Death on or Between 3/15/19 and 10/9/19
44.	Hall, Gloria	Not Specified	24978	Priority	No Evidence of Death on or Between 3/15/19 and 10/9/19
45.	Hamlin, Carl	Not Specified	23582	Priority	No Evidence of Death on or Between 3/15/19 and 10/9/19
46.	Hamlin, Carl	Not Specified	24933	Priority	No Evidence of Death on or Between 3/15/19 and 10/9/19
47.	Hamlin, Carl Lee	Not Specified	23527	Priority	No Evidence of Death on or Between 3/15/19 and 10/9/19
48.	Harmon, Jane	Harmon, Jane	23367	Priority	No Evidence of Death on or Between 3/15/19 and 10/9/19
49.	Harper, Robert	Not Specified	24211	Priority	No Evidence of Death on or Between 3/15/19 and 10/9/19
50.	Hayashida, Patsy	Not Specified	24474	Priority	No Evidence of Death on or Between 3/15/19 and 10/9/19
51.	Heinz, H. Peter	Not Specified	21844	Priority	No Evidence of Death on or Between 3/15/19 and 10/9/19
52.	Henderson, Betty	Not Specified	21090	Priority	No Evidence of Death on or Between 3/15/19 and 10/9/19

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Case No. 18-23538 (RDD)

Schedule of Claims to be Reclassified					
Ref #	Name of Claimant	Retiree Class Member Name	Affected Proof of Claim No.	Asserted Claim	Reason for Reclassification
53.	Henson, Adrienne	Johnson, Eula	22395	Priority	No Evidence of Death on or Between 3/15/19 and 10/9/19
54.	Higgins, William W.	Not Specified	26181	Secured	No Evidence of Death on or Between 3/15/19 and 10/9/19
55.	Izzo, Anthony V.	Not Specified	25286	Priority	No Evidence of Death on or Between 3/15/19 and 10/9/19
56.	Jessop, Judith A.	Not Specified	26188	Priority	No Evidence of Death on or Between 3/15/19 and 10/9/19
57.	Jones, Deniece	Not Specified	23682	Priority	No Evidence of Death on or Between 3/15/19 and 10/9/19
58.	Kampman, Carolyn Sue	Not Specified	25232	Priority	No Evidence of Death on or Between 3/15/19 and 10/9/19
59.	Karlen, Frank Wayne	Not Specified	22108	Priority	No Evidence of Death on or Between 3/15/19 and 10/9/19
60.	Kathleen G. Maj Revocable Trust	Maj, Kathleen	21561	Priority	No Evidence of Death on or Between 3/15/19 and 10/9/19
61.	Kirchoff, Clarence	Kirchoff, Clarence	25419	Priority	No Evidence of Death on or Between 3/15/19 and 10/9/19
62.	Kirkpatrick, Erna	Not Specified	23443	Priority	No Evidence of Death on or Between 3/15/19 and 10/9/19
63.	Koehler Jr., Albert A	Not Specified	23271	Priority	No Evidence of Death on or Between 3/15/19 and 10/9/19
64.	Kosobud, Kenneth Eugene	Not Specified	21335	Priority	No Evidence of Death on or Between 3/15/19 and 10/9/19
65.	Kroll, Marlene F.	Not Specified	25397	Priority	No Evidence of Death on or Between 3/15/19 and 10/9/19
66.	Krones, John L.	Not Specified	25107	Priority	No Evidence of Death on or Between 3/15/19 and 10/9/19
67.	L.A. Low	Not Specified	25680	Priority	No Evidence of Death on or Between 3/15/19 and 10/9/19
68.	Lamantia, Loretta	Not Specified	23074	Priority	No Evidence of Death on or Between 3/15/19 and 10/9/19
69.	Lesher, Donna L	Not Specified	25098	Priority	No Evidence of Death on or Between 3/15/19 and 10/9/19
70.	Licata, Mary J	Not Specified	23534	Priority	No Evidence of Death on or Between 3/15/19 and 10/9/19
71.	Lillian Malko Trust	Malko, Lillian	24553	Priority	No Evidence of Death on or Between 3/15/19 and 10/9/19
72.	Lindsley, Ernestine M	Not Specified	25855	Priority	No Evidence of Death on or Between 3/15/19 and 10/9/19
73.	Lunsford, Charles E	Not Specified	22649	Priority	No Evidence of Death on or Between 3/15/19 and 10/9/19
74.	Mack, Virginia	Not Specified	23353	Priority	No Evidence of Death on or Between 3/15/19 and 10/9/19
75.	Mampel, Elsa L	Not Specified	22866	Priority	No Evidence of Death on or Between 3/15/19 and 10/9/19
76.	Marcucci, Audrey J.	Not Specified	24197	Priority	No Evidence of Death on or Between 3/15/19 and 10/9/19
77.	Martin, Jimmy Charles	Not Specified	25173	Priority	No Evidence of Death on or Between 3/15/19 and 10/9/19
78.	Martinez, Marilyn	Not Specified	25766	Priority	No Evidence of Death on or Between 3/15/19 and 10/9/19

Debtors' Forty-Seventh Omnibus Objection to Claims
Exhibit A - Reclass to GUCIn re: Sears Holdings Corporation, et al.
Case No. 18-23538 (RDD)

Schedule of Claims to be Reclassified					
Ref #	Name of Claimant	Retiree Class Member Name	Affected Proof of Claim No.	Asserted Claim	Reason for Reclassification
79.	Mary Ellen Williams Trust	Williams, Mary	26424	Priority	No Evidence of Death on or Between 3/15/19 and 10/9/19
80.	Maxfield, Gerard Peter	Not Specified	23716	Priority	No Evidence of Death on or Between 3/15/19 and 10/9/19
81.	McAllister, Donna	Mccallister, Carl	25711	Priority	No Evidence of Death on or Between 3/15/19 and 10/9/19
82.	Mcallister, Donna J	Not Specified	25073	Priority	No Evidence of Death on or Between 3/15/19 and 10/9/19
83.	McCarthy Sr, Jerome Devins	Not Specified	23066	Priority	No Evidence of Death on or Between 3/15/19 and 10/9/19
84.	Meeler, Katheren	Not Specified	23283	503(b)(9)	No Evidence of Death on or Between 3/15/19 and 10/9/19
85.	Mellene, Charlotte C.	Not Specified	21506	Priority	No Evidence of Death on or Between 3/15/19 and 10/9/19
86.	Membrila, Olga J	Not Specified	25119	Priority	No Evidence of Death on or Between 3/15/19 and 10/9/19
87.	Messer, Donna Mae	Not Specified	24100	Priority	No Evidence of Death on or Between 3/15/19 and 10/9/19
88.	Morris, James R.	Not Specified	23885	Priority	No Evidence of Death on or Between 3/15/19 and 10/9/19
89.	Mundy, Lorene G.	Not Specified	24164	Priority	No Evidence of Death on or Between 3/15/19 and 10/9/19
90.	Nappi, Amelia	Not Specified	21342	Priority	No Evidence of Death on or Between 3/15/19 and 10/9/19
91.	O'Brien, Mearl E	Not Specified	23936	Priority	No Evidence of Death on or Between 3/15/19 and 10/9/19
92.	O'Hara, Rose E.	Not Specified	25658	Priority	No Evidence of Death on or Between 3/15/19 and 10/9/19
93.	O'Heran-Rettenmaier, Helen	Not Specified	23536	Priority	No Evidence of Death on or Between 3/15/19 and 10/9/19
94.	O'Keefe, Eugene T.	Not Specified	24175	Priority	No Evidence of Death on or Between 3/15/19 and 10/9/19
95.	O'Neill, James	Not Specified	25188	Priority	No Evidence of Death on or Between 3/15/19 and 10/9/19
96.	Oney, Vonda L.	Not Specified	22721	Priority	No Evidence of Death on or Between 3/15/19 and 10/9/19
97.	Parry, William	Parry, William	24523	Priority	No Evidence of Death on or Between 3/15/19 and 10/9/19
98.	Peona, Alessio J.	Not Specified	25035	Priority	No Evidence of Death on or Between 3/15/19 and 10/9/19
99.	Pheagin, Marilyn	Not Specified	22559	Priority	No Evidence of Death on or Between 3/15/19 and 10/9/19
100.	Piland, Minnie	Piland, Minnie	23553	Priority	No Evidence of Death on or Between 3/15/19 and 10/9/19
101.	Plenty, Dal	Not Specified	26589	Priority	No Evidence of Death on or Between 3/15/19 and 10/9/19
102.	Prindle, Joan A.	Not Specified	24323	Priority	No Evidence of Death on or Between 3/15/19 and 10/9/19
103.	Raimondi, Vickie A.	Not Specified	21069	Secured	No Evidence of Death on or Between 3/15/19 and 10/9/19
104.	Renn Jr., Lawrence James	Not Specified	22722	Priority	No Evidence of Death on or Between 3/15/19 and 10/9/19

Debtors' Forty-Seventh Omnibus Objection to Claims
Exhibit A - Reclass to GUCIn re: Sears Holdings Corporation, et al.
Case No. 18-23538 (RDD)

Schedule of Claims to be Reclassified					
Ref #	Name of Claimant	Retiree Class Member Name	Affected Proof of Claim No.	Asserted Claim	Reason for Reclassification
105.	Reynolds, Judith E	Not Specified	20943	Priority	No Evidence of Death on or Between 3/15/19 and 10/9/19
106.	Rogers, Barbara Alice	Not Specified	26240	Priority	No Evidence of Death on or Between 3/15/19 and 10/9/19
107.	Sanchez, Debra	Null, Reva	26487	Priority	No Evidence of Death on or Between 3/15/19 and 10/9/19
108.	Shaffer, Thomas David	Not Specified	25369	Priority	No Evidence of Death on or Between 3/15/19 and 10/9/19
109.	Shawhan, Luella	Not Specified	25594	Priority	No Evidence of Death on or Between 3/15/19 and 10/9/19
110.	Silvey, Daphene S.	Not Specified	25360	Priority	No Evidence of Death on or Between 3/15/19 and 10/9/19
111.	Sinkiewicz, Robert W.	Not Specified	23560	Priority	No Evidence of Death on or Between 3/15/19 and 10/9/19
112.	Skinner, James C.	Skinner, Avon	21151	Priority	No Evidence of Death on or Between 3/15/19 and 10/9/19
113.	Smith, Roosevelt	Not Specified	23593	Priority	No Evidence of Death on or Between 3/15/19 and 10/9/19
114.	Snyder, Don Hax	Not Specified	21247	Priority	No Evidence of Death on or Between 3/15/19 and 10/9/19
115.	Spanitz, Rosemarie	Not Specified	25165	Priority	No Evidence of Death on or Between 3/15/19 and 10/9/19
116.	Sparks, Nanci	Wright, Joyce	20676	Priority	No Evidence of Death on or Between 3/15/19 and 10/9/19
117.	Sponziello, Peter D.	Not Specified	21956	Priority	No Evidence of Death on or Between 3/15/19 and 10/9/19
118.	Stephenson, Norman Carl	Not Specified	21300	Priority	No Evidence of Death on or Between 3/15/19 and 10/9/19
119.	Surles, Balam A.	Not Specified	24261	Secured	No Evidence of Death on or Between 3/15/19 and 10/9/19
120.	The Estate of Jane F. Landauer	Landauer, Jane	21187	Priority	Below threshold for Sears Retiree Class Membership
121.	Thomas P. Reidy (Living Trust Beneficiaries)	Not Specified	26547	Priority	No Evidence of Death on or Between 3/15/19 and 10/9/19
122.	Tibbott, Barbara D.	Not Specified	21914	Priority	No Evidence of Death on or Between 3/15/19 and 10/9/19
123.	Tibbott, Barbara D.	Not Specified	22608	Priority	No Evidence of Death on or Between 3/15/19 and 10/9/19
124.	Tyson, Dolores	Not Specified	23125	Priority	No Evidence of Death on or Between 3/15/19 and 10/9/19
125.	U'Ren, William D.	Not Specified	23990	Priority	No Evidence of Death on or Between 3/15/19 and 10/9/19
126.	Wakefield, Richard	Not Specified	23564	Priority	No Evidence of Death on or Between 3/15/19 and 10/9/19
127.	Wallace, Virginia Maxine	Not Specified	22118	Priority	No Evidence of Death on or Between 3/15/19 and 10/9/19
128.	Ward, Jr., Perle	Ward, Perle	21752	Priority	No Evidence of Death on or Between 3/15/19 and 10/9/19
129.	Wass, Carolene	Not Specified	25323	Priority	No Evidence of Death on or Between 3/15/19 and 10/9/19
130.	Wilson, Mary	Wilson, Mary	22634	Priority	No Evidence of Death on or Between 3/15/19 and 10/9/19

Debtors' Forty-Seventh Omnibus Objection to Claims
Exhibit A - Reclass to GUC

In re: Sears Holdings Corporation, et al.
Case No. 18-23538 (RDD)

Schedule of Claims to be Reclassified					
Ref #	Name of Claimant	Retiree Class Member Name	Affected Proof of Claim No.	Asserted Claim	Reason for Reclassification
131.	Windhausen, Karen	Not Specified	23332	Priority	No Evidence of Death on or Between 3/15/19 and 10/9/19
132.	Young, Frank	Young, Franklin	23712	Priority	No Evidence of Death on or Between 3/15/19 and 10/9/19
133.	Younge, Sr., George E.	Not Specified	22041	Priority	No Evidence of Death on or Between 3/15/19 and 10/9/19
134.	Yzaguirre, Gilbert M	Not Specified	22647	Priority	No Evidence of Death on or Between 3/15/19 and 10/9/19
135.	Zurn, Carol J.	Not Specified	23236	Secured	No Evidence of Death on or Between 3/15/19 and 10/9/19

Exhibit B

Disallowed Claims

Debtors' Forty-Seventh Omnibus Objection to Claims
Exhibit B - DisallowIn re: Sears Holdings Corporation, et al.
Case No. 18-23538 (RDD)

Schedule of Claims to be Disallowed					
Ref #	Name of Claimant	Affected Proof of Claim No.	Asserted Claim	Asserted Claim Amount	Reason for Disallowance
1.	Avanti, Louisa	14313	503(b)(9)	-	Claimant not a retiree entitled to paid-up life insurance benefit
2.	Beck, Thomas	22017	Priority	\$10,000.00	No supporting documentation provided indicating purported retiree entitled to any claim against Debtors
3.	Bell, Victor J.	18825	Priority	-	Claimant not a retiree entitled to paid-up life insurance benefit
4.	Bradley, Lisa L.	26546	Priority	\$8,500.00	Claimant not a retiree entitled to paid-up life insurance benefit
5.	Brandenburg, Walter E	22478	Priority	\$9,500.00	Duplicate of claim 23766
6.	Brandt, Jerry L	21736	Priority	\$8,500.00	Duplicate of claim 21760
7.	Brandt, Jerry L	21756	Priority	\$8,500.00	Duplicate of claim 21760
8.	Brandt, Jerry Lee	21755	Priority	\$8,500.00	Duplicate of claim 21760
9.	Byrd, Geraldine	21059	Priority	\$100,000.00	Duplicate of claim 23051
10.	Callahan, Dennis Charles	23465	Priority	\$5,000.00	Duplicate of claim 24658
11.	Clark, Kimberly	24678	Priority	\$10,000.00	Claimant not a retiree entitled to paid-up life insurance benefit
12.	Coleman Dixon, Johnniemae	18719	Priority	\$1,282.81	Claimant not a retiree entitled to paid-up life insurance benefit
13.	Conner, Deborah E.	26214	Priority	-	Claimant not a retiree entitled to paid-up life insurance benefit
14.	Darlington (Deseased), Mary L.	22406	Priority	\$5,860.00	Duplicate of claim 22912
15.	Engholm, Theresa A.	18555	Priority	\$19,883.92	Claimant not a retiree entitled to paid-up life insurance benefit
16.	Fleck, Ronald L	10423	Priority	-	Claimant not a retiree entitled to paid-up life insurance benefit
17.	Guttman, Robert S	20580	Priority	\$4,285.00	Claimant not a retiree entitled to paid-up life insurance benefit
18.	Hanesworth, Daniel J	18576	Priority	-	Claimant not a retiree entitled to paid-up life insurance benefit
19.	Hernandez, Martin	26196	Priority	\$1,000,000.00	Claimant not a retiree entitled to paid-up life insurance benefit
20.	Herring, Jimmie L	20722	Priority	\$6,200.00	Duplicate of claim 23040
21.	Hofmann, Jr., Adolf H.	21206	Priority	\$25,500.00	Duplicate of claim 24046
22.	Holt, Robie Reid	25999	Priority	\$5,000.00	Claimant not a retiree entitled to paid-up life insurance benefit

Debtors' Forty-Seventh Omnibus Objection to Claims
Exhibit B - DisallowIn re: Sears Holdings Corporation, et al.
Case No. 18-23538 (RDD)

Schedule of Claims to be Disallowed					
Ref #	Name of Claimant	Affected Proof of Claim No.	Asserted Claim	Asserted Claim Amount	Reason for Disallowance
23.	Igel, Marlene	7709	Priority	\$5,400.00	Claimant not a retiree entitled to paid-up life insurance benefit
24.	Ikegami, Carol	24447	Priority	\$10,000.00	Claimant not a retiree entitled to paid-up life insurance benefit
25.	Jones, Dianna	19198	Priority	-	Claimant not a retiree entitled to paid-up life insurance benefit
26.	Laack, Carla J	18000	Priority	\$21,600.94	Claimant not a retiree entitled to paid-up life insurance benefit
27.	Marlatt, Roy	22194	Priority	\$5,000.00	No supporting documentation provided indicating purported retiree entitled to any claim against Debtors
28.	Massy, Margaret	21028	Secured	\$50,000.00	Claimant not a retiree entitled to paid-up life insurance benefit
29.	McMahon, Helene	16767	Secured	\$89.04	Claimant not a retiree entitled to paid-up life insurance benefit
30.	Morris, Robert Douglas	21159	Priority	\$8,500.00	Duplicate of claim 24807
31.	Noble, Jay	26474	Priority	\$50,000.00	Claimant not a retiree entitled to paid-up life insurance benefit
32.	Onofry, Peter D	18245	Priority	-	Claimant not a retiree entitled to paid-up life insurance benefit
33.	Patterson, Shawn	17647	Priority	-	No supporting documentation provided indicating purported retiree entitled to any claim against Debtors
34.	Pierce, Joseph	22740	Priority	-	Claimant not a retiree entitled to paid-up life insurance benefit
35.	Sanderson, Edward	25463	Priority	\$9,500.00	Claimant not a retiree entitled to paid-up life insurance benefit
36.	Santiago, Luciano Pagan	23073	GUC	\$150,000.00	Claimant not a retiree entitled to paid-up life insurance benefit
37.	Scheidell, Richard Lee	21009	GUC	\$7,100.00	Duplicate of claim 21827
38.	Smith, Eddie	23179	Priority	\$5,000.00	Claimant not a retiree entitled to paid-up life insurance benefit
39.	Stephens, David	25560	Secured	\$25,000.00	Claimant not a retiree entitled to paid-up life insurance benefit
40.	Weldon, Lylalee L.	26032	503(b)(9)	\$18,800.00	Duplicate of claim 26158
41.	Wiegand, Sandra M	12499	Priority	\$500.00	Claimant not a retiree entitled to paid-up life insurance benefit
42.	Willett, Morris LeVan	20748	Priority	\$15,000.00	Duplicate of claim 21052
43.	Zahner, Dane Grant	11210	Priority	\$24,800.00	Claimant not a retiree entitled to paid-up life insurance benefit
44.	Zhang, Xiaolin	10019	Priority	\$15,914.88	Claimant not a retiree entitled to paid-up life insurance benefit

Exhibit C

Claims Hearing Procedures

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

----- X
In re : **Chapter 11**
:
SEARS HOLDINGS CORPORATION, et al. : **Case No. 18-23538 (RDD)**
:
Debtors.¹ : **(Jointly Administered)**
----- X

COURT-ORDERED CLAIMS HEARING PROCEDURES

The claims hearing procedures (the “**Claims Hearing Procedures**”) described herein have been ordered by the United States Bankruptcy Court for the Southern District of New York (the “**Bankruptcy Court**”) to apply to the Chapter 11 cases of the Sears Holdings Corporation and its affiliated debtors (collectively, the “**Debtors**”).

Claims Hearing Procedures

1. Pursuant to the *Amended Order Implementing Certain Notice and Case Management Procedures*, entered on November 1, 2018 (ECF No. 405) (the “**Amended Case Management Order**”), the Bankruptcy Court established periodic omnibus hearings (the “**Omnibus Hearings**”) in these Chapter 11 cases. The Debtors shall schedule the return date for claims objections, omnibus or otherwise, for hearing at Omnibus Hearings or other hearings the Debtors may schedule with the Bankruptcy Court.

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number, are as follows: Sears Holdings Corporation (0798); Kmart Holding Corporation (3116); Kmart Operations LLC (6546); Sears Operations LLC (4331); Sears, Roebuck and Co. (0680); ServiceLive Inc. (6774); SHC Licensed Business LLC (3718); A&E Factory Service, LLC (6695); A&E Home Delivery, LLC (0205); A&E Lawn & Garden, LLC (5028); A&E Signature Service, LLC (0204); FBA Holdings Inc. (6537); Innoval Solutions, Inc. (7180); Kmart Corporation (9500); MaxServ, Inc. (7626); Private Brands, Ltd. (4022); Sears Development Co. (6028); Sears Holdings Management Corporation (2148); Sears Home & Business Franchises, Inc. (6742); Sears Home Improvement Products, Inc. (8591); Sears Insurance Services, L.L.C. (7182); Sears Procurement Services, Inc. (2859); Sears Protection Company (1250); Sears Protection Company (PR) Inc. (4861); Sears Roebuck Acceptance Corp. (0535); SR – Rover de Puerto Rico, LLC (f/k/a Sears, Roebuck de Puerto Rico, Inc.) (3626); SYW Relay LLC (1870); Wally Labs LLC (None); SHC Promotions LLC (9626); Big Beaver of Florida Development, LLC (None); California Builder Appliances, Inc. (6327); Florida Builder Appliances, Inc. (9133); KBL Holding Inc. (1295); KLC, Inc. (0839); Kmart of Michigan, Inc. (1696); Kmart of Washington LLC (8898); Kmart Stores of Illinois LLC (8897); Kmart Stores of Texas LLC (8915); MyGofer LLC (5531); Rover Brands Business Unit, LLC (f/k/a Sears Brands Business Unit Corporation) (4658); Sears Holdings Publishing Company, LLC. (5554); Sears Protection Company (Florida), L.L.C. (4239); SHC Desert Springs, LLC (None); SOE, Inc. (9616); StarWest, LLC (5379); STI Merchandising, Inc. (0188); Troy Coolidge No. 13, LLC (None); BlueLight.com, Inc. (7034); Sears Brands, L.L.C. (4664); Sears Buying Services, Inc. (6533); Kmart.com LLC (9022); Sears Brands Management Corporation (5365); and SRe Holding Corporation (4816). The location of the Debtors’ corporate headquarters is 3333 Beverly Road, Hoffman Estates, Illinois 60179.

2. The Bankruptcy Court may enter an order at the scheduled hearing sustaining an objection to proofs of claim (each, a “**Proof of Claim**”) with respect to which no response (a “**Response**”)² is properly filed and served.
3. The hearing to consider an objection to Proofs of Claim as to which a Response is properly filed and served (each, a “**Contested Claim**”) shall be set for a contested hearing (each, a “**Claims Hearing**”) to be scheduled by the Debtors, in their sole discretion, as set forth herein. The Debtors may request that the Bankruptcy Court schedule Claims Hearings on the date and/or time of the Omnibus Hearings or at another date and time.
4. The Debtors shall schedule a Claims Hearing for a Contested Claim as follows:
 - (i) For a non-evidentiary hearing to address whether the Contested Claim has failed to state a claim against the Debtors which can be allowed and should be dismissed pursuant to Bankruptcy Rule 7012 (a “**Sufficiency Hearing**”), unless the Debtors serve the applicable claimant (the “**Claimant**”) with a Notice of Merits Hearing (as defined herein), the Sufficiency Hearing shall go forward at the return date set in accordance with paragraph 1 of these Claims Hearing Procedures. The legal standard of review that will be applied by the Bankruptcy Court at a Sufficiency Hearing will be equivalent to the standard applied by the Bankruptcy Court upon a motion to dismiss for failure to state a claim upon which relief can be granted.
 - (ii) For an evidentiary hearing on the merits of a Contested Claim (a “**Merits Hearing**”), the Debtors may, in their sole discretion, serve upon the relevant Claimant, by email or overnight delivery, with a copy to the Creditors’ Committee, and file with the Bankruptcy Court, a notice substantially in the form attached to the *Order Approving (I) Claims Objection Procedures, (II) Claims Settlement Procedures, and (III) Claims Hearing Procedures* (ECF No. 3014) as Exhibit 2 (a “**Notice of Merits Hearing**”), at least thirty (30) calendar days prior to the date of such Merits Hearing. The rules and procedures applicable to such Merits Hearing will be set forth in any scheduling order issued by the Bankruptcy Court in connection therewith.
5. Discovery with respect to a Contested Claim will not be permitted until either: (i) the Bankruptcy Court has held a Sufficiency Hearing and determined that the Contested Claim states a claim that could be allowed and should not be dismissed pursuant to Bankruptcy Rule 7012; or (ii) the Debtors have served on the relevant Claimant a Notice of Merits Hearing with respect to the Contested Claim.
6. The Debtors may file and serve a reply (a “**Reply**”) to a Response no later than 4:00 p.m. (Prevailing Eastern Time) on the day that is at least two (2) business days prior to the date of the applicable hearing.
7. The Debtors, in their sole discretion, are authorized to further adjourn a hearing scheduled in accordance herewith at any time by providing notice to the Bankruptcy Court and the Claimant.

² Any information submitted in connection with a Proof of Claim shall be part of the record with respect to the relevant Claim, and any such information already submitted need not be resubmitted in connection with the Claims Hearing Procedures.

8. **Sanctions.** The Bankruptcy Court will consider appropriate sanctions, including allowance or disallowance of the Contested Claim, if either party does not follow the Claims Hearing Procedures.

BY ORDER OF THE BANKRUPTCY COURT

Hearing Date and Time: June 29, 2022 at 10:00 a.m. (Eastern Time)
Response Deadline: June 16, 2022 at 4:00 p.m. (Eastern Time)

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Ray C. Schrock, P.C.
Jacqueline Marcus
Garrett A. Fail
Sunny Singh

*Attorneys for Debtors
and Debtors in Possession*

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

In re	:	Chapter 11
	:	
SEARS HOLDINGS CORPORATION, et al.,	:	Case No. 18-23538 (RDD)
	:	
Debtors.¹	:	(Jointly Administered)

**DEBTORS' FORTY-SEVENTH
OMNIBUS OBJECTION TO PROOFS OF CLAIM
(RECLASSIFY OR DISALLOW RETIREE CLAIMS)**

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, are as follows: Sears Holdings Corporation (0798); Kmart Holding Corporation (3116); Kmart Operations LLC (6546); Sears Operations LLC (4331); Sears, Roebuck and Co. (0680); ServiceLive Inc. (6774); SHC Licensed Business LLC (3718); A&E Factory Service, LLC (6695); A&E Home Delivery, LLC (0205); A&E Lawn & Garden, LLC (5028); A&E Signature Service, LLC (0204); FBA Holdings Inc. (6537); Innovel Solutions, Inc. (7180); Kmart Corporation (9500); MaxServ, Inc. (7626); Private Brands, Ltd. (4022); Sears Development Co. (6028); Sears Holdings Management Corporation (2148); Sears Home & Business Franchises, Inc. (6742); Sears Home Improvement Products, Inc. (8591); Sears Insurance Services, L.L.C. (7182); Sears Procurement Services, Inc. (2859); Sears Protection Company (1250); Sears Protection Company (PR) Inc. (4861); Sears Roebuck Acceptance Corp. (0535); SR - Rover de Puerto Rico, LLC (f/k/a Sears, Roebuck de Puerto Rico, Inc.) (3626); SYW Relay LLC (1870); Wally Labs LLC (None); SHC Promotions LLC (9626); Big Beaver of Florida Development, LLC (None); California Builder Appliances, Inc. (6327); Florida Builder Appliances, Inc. (9133); KBL Holding Inc. (1295); KLC, Inc. (0839); Kmart of Michigan, Inc. (1696); Kmart of Washington LLC (8898); Kmart Stores of Illinois LLC (8897); Kmart Stores of Texas LLC (8915); MyGofer LLC (5531); Rover Brands Business Unit, LLC (f/k/a Sears Brands Business Unit Corporation) (4658); Sears Holdings Publishing Company, LLC. (5554); Sears Protection Company (Florida), L.L.C. (4239); SHC Desert Springs, LLC (None); SOE, Inc. (9616); StarWest, LLC (5379); STI Merchandising, Inc. (0188); Troy Coolidge No. 13, LLC (None); BlueLight.com, Inc. (7034); Sears Brands, L.L.C. (4664); Sears Buying Services, Inc. (6533); Kmart.com LLC (9022); Sears Brands Management Corporation (5365); and SRe Holding Corporation (4816). The location of the Debtors' corporate headquarters is c/o M-III Partners, LP, 1700 Broadway, 19th Floor, New York, NY 10019.

THIS OBJECTION SEEKS TO RECLASSIFY OR DISALLOW CERTAIN FILED PROOFS OF CLAIM. PARTIES SHOULD REVIEW THE OBJECTION TO DETERMINE IF THEIR NAME(S) AND/OR CLAIM(S) ARE LOCATED IN THE OBJECTION AND/OR THE EXHIBIT ATTACHED HERETO TO DETERMINE WHETHER THE OBJECTION AFFECTS THEIR CLAIM(S).

**IF YOU HAVE QUESTIONS, PLEASE CONTACT DEBTORS' COUNSEL,
PHIL DIDONATO, ESQ., AT (212) 310-8636.**

TO THE HONORABLE ROBERT D. DRAIN,
UNITED STATES BANKRUPTCY JUDGE:

Sears Holdings Corporation and its debtor affiliates, as debtors and debtors in possession in the above-captioned chapter 11 cases (collectively, the “**Debtors**”), respectfully represent as follows in support of this omnibus objection (the “**Objection**”):

Background

1. Beginning on October 15, 2018 (the “**Commencement Date**”) and continuing thereafter, each of the Debtors commenced with the United States Bankruptcy Court for the Southern District of New York (the “**Bankruptcy Court**”) a voluntary case under chapter 11 of title 11 of the United States Code (the “**Bankruptcy Code**”). The Debtors are authorized to continue to operate their business and manage their properties as debtors in possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code.

2. On October 24, 2018, the United States Trustee for Region 2 appointed an official committee of unsecured creditors (the “**Creditors’ Committee**”). No trustee or examiner has been appointed in these chapter 11 cases.

3. The Debtors’ chapter 11 cases are being jointly administered for procedural purposes only pursuant to Rule 1015(b) of the Federal Rules of Bankruptcy Procedure (the “**Bankruptcy Rules**”).

4. On February 8, 2019, the Bankruptcy Court entered the *Order (I) Approving the Asset Purchase Agreement Among Sellers and Buyer, (II) Authorizing the Sale of Certain of the Debtors' Assets Free and Clear of Liens, Claims, Interests and Encumbrances, (III) Authorizing the Assumption and Assignment of Certain Executory Contracts, and Leases in Connection Therewith and (IV) Granting Related Relief* (ECF No. 2507) (the “**Sale Order**”), approving the Debtors’ entry into that certain *Asset Purchase Agreement*, dated as of January 17, 2019 (as amended, restated, supplemented, or otherwise modified from time to time, the “**APA**”), between the Debtors and certain other sellers party thereto and Transform Hold Co. LLC (“**Transform**”), pursuant to which the Debtors sold substantially all their assets to Transform.

5. On July 9, 2019, the U.S. Trustee appointed the Official Committee of Retirees with Life Insurance Benefits of the Sears Holdings Corporation (the “**Retiree Committee**”) in accordance with the *Order Granting Motion of Retirees Pursuant to Section 1114(d) of the Bankruptcy Code For Appointment of a Committee of Retired Employees* (ECF No. 4357). The Retiree Committee appointed Wollmuth Maher & Deutsch LLP (“**Wollmuth**”) and the Law Offices of Michael M. Mulder (“**Mulder Law**”) as its co-counsel.

6. On October 9, 2019, the Court entered the *Order Authorizing Modification of Retiree Benefits* (ECF No. 5342) (the “**Retiree Benefits Order**”), which (i) authorized the termination of the Sears Retiree Group Life Insurance Plan (the “**Retiree Plan**”) effective as of March 15, 2019, and (ii) authorized the Debtors to implement, and perform under, the terms of the settlement attached to the Retiree Benefits Order as Exhibit 1, and to take any and all actions that may be reasonably necessary or appropriate to effectuate the same.

7. On October 15, 2019, the Court confirmed the *Modified Second Amended Joint Chapter 11 Plan of Sears Holdings Corporation and Its Affiliated Debtors* (ECF No. 5370).

8. Additional information regarding the Debtors' business, capital structure, and the circumstances leading to the commencement of these chapter 11 cases is set forth in the *Disclosure Statement for Second Amended joint Chapter 11 Plan of Sears Holdings Corporation and Its Affiliated Debtors* (the "**Disclosure Statement**") (ECF No. 4390).²

Jurisdiction

9. This Bankruptcy Court has jurisdiction to consider this matter pursuant to 28 U.S.C. §§ 157 and 1334. This is a core proceeding pursuant to 28 U.S.C. § 157(b). Venue is proper before this Bankruptcy Court pursuant to 28 U.S.C. §§ 1408 and 1409.

Relief Requested

10. The Debtors file this Objection pursuant to the Retiree Benefit Order, section 502 of the Bankruptcy Code, and Bankruptcy Rule 3007, seeking entry of an order (i) reclassifying entirely to general unsecured claims the proofs of claim listed on **Exhibit A** annexed hereto (the "**Reclassified Claims**"), and (ii) disallowing the proofs of claim listed on **Exhibit B** annexed hereto (the "**Disallowed Claims**" and, together with the Reclassified Claims, the "**Disputed Claims**").

11. The Debtors, Wollmuth, and Mulder Law have examined each Disputed Claim, all documentation provided with respect to each Disputed Claim, and have determined in each case the Disputed Claim asserts a claim against the Debtors that should be classified in its entirety as general unsecured, or disallowed in its entirety, as applicable. With respect to each of the Reclassified Claims, the claimant asserts a claim in connection with the Retiree Plan, and such claimant either (i) is not a Recently Deceased Class Member, or (ii) holds a vested benefit below the \$5,000 threshold set forth in the Retiree Benefit Order and accordingly is not entitled to

² Capitalized terms used but not otherwise defined herein shall have the respective meanings ascribed to such terms in the Disclosure Statement.

administrative expense priority. With respect to the Disallowed Claims, each claimant either (i) was deceased prior to March 15, 2019 and therefore is not entitled to a claim against the Debtors, or (ii) is otherwise not a retiree entitled to a vested life insurance benefit.

12. A proposed form of order granting the relief requested herein is annexed hereto as **Exhibit C** (the “**Proposed Order**”).

The Disputed Claims Should Be Reclassified or Disallowed

13. A filed proof of claim is “deemed allowed, unless a party in interest . . . objects.” 11 U.S.C. § 502(a). Upon an objection, the claimant has the burden to demonstrate the validity of the claim. *See Rozier v. Rescap Borrower Claims Tr. (In re Residential Capital, LLC)*, 15 Civ. 3248, 2016 WL 796860, at *9 (S.D.N.Y. 2016); *In re Arcapita Bank B.S.C.(c)*, No. 12–11076 (SHL), 2013 WL 6141616, at *1 (Bankr. S.D.N.Y. Nov. 21, 2013), *aff’d sub nom. In re Arcapita Bank B.S.C.(c)*, 508 B.R. 814, 817 (S.D.N.Y. 2014); *In re Motors Liquidation Co.*, No. 09-50026, 2012 WL 1886755, at *3 (S.D.N.Y. May 12, 2012); *In re Oneida, Ltd.*, 400 B.R. 384, 389 (Bankr. S.D.N.Y. 2009), *aff’d*, No. 09 Civ. 2229 (DC), 2010 WL 234827, at *5 (S.D.N.Y. Jan. 22, 2010); *In re Adelphia Commc’ns Corp.*, Ch. 11 Case No. 02-41729, 2007 Bankr. LEXIS 660, at *15 (Bankr. S.D.N.Y. Feb. 20, 2007); *In re Rockefeller Ctr. Props.*, 272 B.R. 524, 539 (Bankr. S.D.N.Y. 2000).

14. Section 502(b)(1) of the Bankruptcy Code provides, in relevant part, that a claim may not be allowed to the extent that “such claim is unenforceable against the debtor and property of the debtor, under any agreement or applicable law.” 11 U.S.C. § 502(b)(1).

15. In addition, proofs of claim are routinely disallowed or reclassified when unsupported or as otherwise appropriate. *See, e.g., In re RDA Holding Co.*, Case No. 13-22233 (RDD) (Sep. 18, 2013) (ECF No. 699) (ECF No. 10331) (disallowing and expunging entirely no liability claims); *In re The Great Atl. & Pac. Tea Co., Inc.*, Case No. 15-23007 (RDD) (Aug. 26,

2016) (ECF No. 3132) (same); *In re Tops Holding II Corp.*, Case No. 18-22279 (RDD) (Apr. 26, 2019) (ECF No. 911) (same). Further, this Bankruptcy Court routinely disallows and expunges claims for which no supporting documentation has been submitted by the claimant. *See, e.g., In re Breitburn Energy Partners LP*, Case No. 16-11390 (SMB) (Apr. 11, 2017) (ECF No. 1164) (disallowing and expunging claims without sufficient documentation); *In re Chassix Holdings, Inc.*, Case No. 15-10578 (MEW) (Apr. 21, 2016) (ECF No. 478) (same); *see Bar Date Order at 6(d)* (“Proofs of Claim must . . . include supporting documentation . . .”).

A. *Reclassified Claims*

16. The Retiree Benefit Order provides:

In the event of confirmation and consummation of the Chapter 11 Plan for the Debtors, the 161 employees who are characterized as “grandfathered disableds,” as well as to any participants in the Plan who file proofs of claim and whose benefits were less than \$5,000 as of October 5, 2001, shall be deemed to have Allowed General Unsecured Claims against SRC subject, in each case, to the cap of \$10,500 per employee, whether such employees are entitled to basic or supplemental life insurance and subject to an aggregate cap of \$16.9 million.

17. Certain of the Reclassified Claims asserting priority claims against the Debtors were, as of October 5, 2001, entitled to vested benefits under the Retiree Plan of less than \$5,000. Accordingly, in accordance with the Retiree Benefit Order, the Objection seeks to reclassify these claims entirely to general unsecured claims.

18. The Retiree Benefit Order further provides:

Each Class Member who is not a Recently Deceased Class Member and who files a proof of claim by a date to be agreed upon by the Debtors, the Creditors’ Committee, and the Retiree Committee will receive an allowed general unsecured claim in the chapter 11 case of SRC in the amount equal to the lesser of (i) the amount of the Class Member’s benefit and (ii) \$10,500.

19. The balance of the Reclassified Claims are asserted by retirees that are not Recently Deceased Class members, and accordingly, the Objection seeks to reclassify such claims in full to general unsecured claims.

B. *Disallowed Claims*

20. With respect to the Disallowed Claims listed on **Exhibit B**, the Debtors have reviewed the proofs of claim and supporting documentation and determined that the underlying claim should be disallowed and expunged in its entirety because either (i) the claimant is not a retiree entitled to a vested insurance benefit, or (ii) no supporting documentation was provided indicating the claimant is a retiree entitled to a benefit claim.

Reservation of Rights

21. The Debtors hereby reserve the right to object in the future to any of the Disputed Claim subject to this Objection on any ground, and to amend, modify, and/or supplement this Objection to the extent an objection to a claim is not granted. A separate notice and hearing will be scheduled for any such objection.

Notice

22. Notice of this Objection has been provided in accordance with the procedures set forth in the *Amended Order Implementing Certain Notice and Case Management Procedures*, entered on November 1, 2018 (ECF No. 405) (the “**Amended Case Management Order**”). The Debtors respectfully submit that no further notice is required.

23. No previous request for the relief sought herein has been made by the Debtors to this or any other Court.

WHEREFORE the Debtors respectfully request entry of the Proposed Order granting the relief requested herein and such other and further relief as is just.

Dated: May 26, 2022
New York, New York

/s/ Garrett A. Fail
WEIL, GOTSHAL & MANGES LLP
767 Fifth Avenue
New York, New York 10153
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Ray C. Schrock, P.C.
Jacqueline Marcus
Garrett A. Fail
Sunny Singh

*Attorneys for Debtors
and Debtors in Possession*

Exhibit A

Reclassified Claims

Debtors' Forty-Seventh Omnibus Objection to Claims
Exhibit A - Reclass to GUCIn re: Sears Holdings Corporation, et al.
Case No. 18-23538 (RDD)

Schedule of Claims to be Reclassified					
Ref #	Name of Claimant	Retiree Class Member Name	Affected Proof of Claim No.	Asserted Claim	Reason for Reclassification
1.	Allaire Jr., Roy J.	Not Specified	22921	Priority	No Evidence of Death on or Between 3/15/19 and 10/9/19
2.	Allen, Garnet	Not Specified	25059	Priority	No Evidence of Death on or Between 3/15/19 and 10/9/19
3.	Amrein, Richard F.	Not Specified	21294	Priority	No Evidence of Death on or Between 3/15/19 and 10/9/19
4.	Betty Lee Payne Estate	Payne, Betty	25684	Priority	Below threshold for Sears Retiree Class Membership
5.	Bowes, Mary R.	Not Specified	23208	Priority	No Evidence of Death on or Between 3/15/19 and 10/9/19
6.	Brower, Norma	Not Specified	24762	Priority	No Evidence of Death on or Between 3/15/19 and 10/9/19
7.	Brown, Dorothy M	Not Specified	23957	Priority	No Evidence of Death on or Between 3/15/19 and 10/9/19
8.	Burke, Joan F	Not Specified	26576	Priority	No Evidence of Death on or Between 3/15/19 and 10/9/19
9.	Cameron, Catherine	Not Specified	21699	Priority	No Evidence of Death on or Between 3/15/19 and 10/9/19
10.	Campbell, William A	Not Specified	25135	Priority	No Evidence of Death on or Between 3/15/19 and 10/9/19
11.	Carter, Flo (Florence)	Not Specified	22277	Priority	No Evidence of Death on or Between 3/15/19 and 10/9/19
12.	Cassel Jr, Walter C	Not Specified	22681	Priority	No Evidence of Death on or Between 3/15/19 and 10/9/19
13.	Castellana, John E	Not Specified	22257	Priority	No Evidence of Death on or Between 3/15/19 and 10/9/19
14.	Childers, Ethel Idell	Not Specified	24868	Priority	No Evidence of Death on or Between 3/15/19 and 10/9/19
15.	Churchwell, Doris J.	Not Specified	21364	Priority / Secured / 503(b)(9)	No Evidence of Death on or Between 3/15/19 and 10/9/19
16.	Cinquanto, Raymond D	Not Specified	21768	Priority	No Evidence of Death on or Between 3/15/19 and 10/9/19
17.	Cornelius, Brenda	Paulk, Leonard	25343	Priority	No Evidence of Death on or Between 3/15/19 and 10/9/19
18.	Cronin, John	Not Specified	23604	Priority	No Evidence of Death on or Between 3/15/19 and 10/9/19
19.	Crump, Eleanor	Not Specified	24836	Priority	No Evidence of Death on or Between 3/15/19 and 10/9/19
20.	Darlington, Mary	Darlington, Mary	22912	Priority	No Evidence of Death on or Between 3/15/19 and 10/9/19
21.	Davis Jr, Irvin W	Not Specified	24630	Priority	No Evidence of Death on or Between 3/15/19 and 10/9/19
22.	Dechicco, Philip R.	Not Specified	25102	Priority	No Evidence of Death on or Between 3/15/19 and 10/9/19
23.	Dechicco, Philip R.	Not Specified	25103	Priority	No Evidence of Death on or Between 3/15/19 and 10/9/19
24.	D'Eugenio, Evelyn	Not Specified	22377	Priority	No Evidence of Death on or Between 3/15/19 and 10/9/19
25.	Donahue, Floretta S.	Not Specified	24935	Priority	No Evidence of Death on or Between 3/15/19 and 10/9/19
26.	Donna Rangel For The Estate Of Imogene Gorer	Not Specified	24993	Priority	No Evidence of Death on or Between 3/15/19 and 10/9/19

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Case No. 18-23538 (RDD)

Schedule of Claims to be Reclassified					
Ref #	Name of Claimant	Retiree Class Member Name	Affected Proof of Claim No.	Asserted Claim	Reason for Reclassification
27.	Dunks, Wallace Edwin	Not Specified	20995	Priority	No Evidence of Death on or Between 3/15/19 and 10/9/19
28.	Estate of Alma J. Anderson	Anderson, Elma	23050	Priority	No Evidence of Death on or Between 3/15/19 and 10/9/19
29.	Estate of Dupree Leon Cape	Cape, Dupree	24586	Priority	No Evidence of Death on or Between 3/15/19 and 10/9/19
30.	Estes, Kelsay Anne	Not Specified	21122	Priority	No Evidence of Death on or Between 3/15/19 and 10/9/19
31.	Finley, Linzie	Not Specified	25176	Secured / Priority	No Evidence of Death on or Between 3/15/19 and 10/9/19
32.	Finley, Thelma Louise	Not Specified	21923	Priority	No Evidence of Death on or Between 3/15/19 and 10/9/19
33.	Gallop, Wilma J.	Not Specified	24485	Priority	No Evidence of Death on or Between 3/15/19 and 10/9/19
34.	Garland, Kathryn J.	Not Specified	23038	Secured	No Evidence of Death on or Between 3/15/19 and 10/9/19
35.	Gervasi, Dorothy C.	Not Specified	25571	Priority	No Evidence of Death on or Between 3/15/19 and 10/9/19
36.	Golding, Charles M.	Not Specified	22011	Priority	No Evidence of Death on or Between 3/15/19 and 10/9/19
37.	Goodlow, Alphonse	Not Specified	25886	Priority	No Evidence of Death on or Between 3/15/19 and 10/9/19
38.	Gordon, Gloria M	Not Specified	25554	Priority / 503(b)(9)	No Evidence of Death on or Between 3/15/19 and 10/9/19
39.	Gravelle, Arthur P.	Not Specified	21499	Priority	No Evidence of Death on or Between 3/15/19 and 10/9/19
40.	Gremlie, Eileen	Not Specified	20670	Priority	No Evidence of Death on or Between 3/15/19 and 10/9/19
41.	Griffin, Dwight H.	Not Specified	23942	Priority	No Evidence of Death on or Between 3/15/19 and 10/9/19
42.	Guillermo, Leona	Not Specified	23278	Priority	No Evidence of Death on or Between 3/15/19 and 10/9/19
43.	Guiseppe, Catherine M	Not Specified	23460	Priority	No Evidence of Death on or Between 3/15/19 and 10/9/19
44.	Hall, Gloria	Not Specified	24978	Priority	No Evidence of Death on or Between 3/15/19 and 10/9/19
45.	Hamlin, Carl	Not Specified	23582	Priority	No Evidence of Death on or Between 3/15/19 and 10/9/19
46.	Hamlin, Carl	Not Specified	24933	Priority	No Evidence of Death on or Between 3/15/19 and 10/9/19
47.	Hamlin, Carl Lee	Not Specified	23527	Priority	No Evidence of Death on or Between 3/15/19 and 10/9/19
48.	Harmon, Jane	Harmon, Jane	23367	Priority	No Evidence of Death on or Between 3/15/19 and 10/9/19
49.	Harper, Robert	Not Specified	24211	Priority	No Evidence of Death on or Between 3/15/19 and 10/9/19
50.	Hayashida, Patsy	Not Specified	24474	Priority	No Evidence of Death on or Between 3/15/19 and 10/9/19
51.	Heinz, H. Peter	Not Specified	21844	Priority	No Evidence of Death on or Between 3/15/19 and 10/9/19
52.	Henderson, Betty	Not Specified	21090	Priority	No Evidence of Death on or Between 3/15/19 and 10/9/19

Debtors' Forty-Seventh Omnibus Objection to Claims
Exhibit A - Reclass to GUCIn re: Sears Holdings Corporation, et al.
Case No. 18-23538 (RDD)

Schedule of Claims to be Reclassified					
Ref #	Name of Claimant	Retiree Class Member Name	Affected Proof of Claim No.	Asserted Claim	Reason for Reclassification
53.	Henson, Adrienne	Johnson, Eula	22395	Priority	No Evidence of Death on or Between 3/15/19 and 10/9/19
54.	Higgins, William W.	Not Specified	26181	Secured	No Evidence of Death on or Between 3/15/19 and 10/9/19
55.	Izzo, Anthony V.	Not Specified	25286	Priority	No Evidence of Death on or Between 3/15/19 and 10/9/19
56.	Jessop, Judith A.	Not Specified	26188	Priority	No Evidence of Death on or Between 3/15/19 and 10/9/19
57.	Jones, Deniece	Not Specified	23682	Priority	No Evidence of Death on or Between 3/15/19 and 10/9/19
58.	Kampman, Carolyn Sue	Not Specified	25232	Priority	No Evidence of Death on or Between 3/15/19 and 10/9/19
59.	Karlen, Frank Wayne	Not Specified	22108	Priority	No Evidence of Death on or Between 3/15/19 and 10/9/19
60.	Kathleen G. Maj Revocable Trust	Maj, Kathleen	21561	Priority	No Evidence of Death on or Between 3/15/19 and 10/9/19
61.	Kirchoff, Clarence	Kirchoff, Clarence	25419	Priority	No Evidence of Death on or Between 3/15/19 and 10/9/19
62.	Kirkpatrick, Erna	Not Specified	23443	Priority	No Evidence of Death on or Between 3/15/19 and 10/9/19
63.	Koehler Jr., Albert A	Not Specified	23271	Priority	No Evidence of Death on or Between 3/15/19 and 10/9/19
64.	Kosobud, Kenneth Eugene	Not Specified	21335	Priority	No Evidence of Death on or Between 3/15/19 and 10/9/19
65.	Kroll, Marlene F.	Not Specified	25397	Priority	No Evidence of Death on or Between 3/15/19 and 10/9/19
66.	Krones, John L.	Not Specified	25107	Priority	No Evidence of Death on or Between 3/15/19 and 10/9/19
67.	L.A. Low	Not Specified	25680	Priority	No Evidence of Death on or Between 3/15/19 and 10/9/19
68.	Lamantia, Loretta	Not Specified	23074	Priority	No Evidence of Death on or Between 3/15/19 and 10/9/19
69.	Lesher, Donna L	Not Specified	25098	Priority	No Evidence of Death on or Between 3/15/19 and 10/9/19
70.	Licata, Mary J	Not Specified	23534	Priority	No Evidence of Death on or Between 3/15/19 and 10/9/19
71.	Lillian Malko Trust	Malko, Lillian	24553	Priority	No Evidence of Death on or Between 3/15/19 and 10/9/19
72.	Lindsley, Ernestine M	Not Specified	25855	Priority	No Evidence of Death on or Between 3/15/19 and 10/9/19
73.	Lunsford, Charles E	Not Specified	22649	Priority	No Evidence of Death on or Between 3/15/19 and 10/9/19
74.	Mack, Virginia	Not Specified	23353	Priority	No Evidence of Death on or Between 3/15/19 and 10/9/19
75.	Mampel, Elsa L	Not Specified	22866	Priority	No Evidence of Death on or Between 3/15/19 and 10/9/19
76.	Marcucci, Audrey J.	Not Specified	24197	Priority	No Evidence of Death on or Between 3/15/19 and 10/9/19
77.	Martin, Jimmy Charles	Not Specified	25173	Priority	No Evidence of Death on or Between 3/15/19 and 10/9/19
78.	Martinez, Marilyn	Not Specified	25766	Priority	No Evidence of Death on or Between 3/15/19 and 10/9/19

Debtors' Forty-Seventh Omnibus Objection to Claims
Exhibit A - Reclass to GUCIn re: Sears Holdings Corporation, et al.
Case No. 18-23538 (RDD)

Schedule of Claims to be Reclassified					
Ref #	Name of Claimant	Retiree Class Member Name	Affected Proof of Claim No.	Asserted Claim	Reason for Reclassification
79.	Mary Ellen Williams Trust	Williams, Mary	26424	Priority	No Evidence of Death on or Between 3/15/19 and 10/9/19
80.	Maxfield, Gerard Peter	Not Specified	23716	Priority	No Evidence of Death on or Between 3/15/19 and 10/9/19
81.	McAllister, Donna	Mccallister, Carl	25711	Priority	No Evidence of Death on or Between 3/15/19 and 10/9/19
82.	Mcallister, Donna J	Not Specified	25073	Priority	No Evidence of Death on or Between 3/15/19 and 10/9/19
83.	McCarthy Sr, Jerome Devins	Not Specified	23066	Priority	No Evidence of Death on or Between 3/15/19 and 10/9/19
84.	Meeler, Katheren	Not Specified	23283	503(b)(9)	No Evidence of Death on or Between 3/15/19 and 10/9/19
85.	Mellene, Charlotte C.	Not Specified	21506	Priority	No Evidence of Death on or Between 3/15/19 and 10/9/19
86.	Membrila, Olga J	Not Specified	25119	Priority	No Evidence of Death on or Between 3/15/19 and 10/9/19
87.	Messer, Donna Mae	Not Specified	24100	Priority	No Evidence of Death on or Between 3/15/19 and 10/9/19
88.	Morris, James R.	Not Specified	23885	Priority	No Evidence of Death on or Between 3/15/19 and 10/9/19
89.	Mundy, Lorene G.	Not Specified	24164	Priority	No Evidence of Death on or Between 3/15/19 and 10/9/19
90.	Nappi, Amelia	Not Specified	21342	Priority	No Evidence of Death on or Between 3/15/19 and 10/9/19
91.	O'Brien, Mearl E	Not Specified	23936	Priority	No Evidence of Death on or Between 3/15/19 and 10/9/19
92.	O'Hara, Rose E.	Not Specified	25658	Priority	No Evidence of Death on or Between 3/15/19 and 10/9/19
93.	O'Heran-Rettenmaier, Helen	Not Specified	23536	Priority	No Evidence of Death on or Between 3/15/19 and 10/9/19
94.	O'Keefe, Eugene T.	Not Specified	24175	Priority	No Evidence of Death on or Between 3/15/19 and 10/9/19
95.	O'Neill, James	Not Specified	25188	Priority	No Evidence of Death on or Between 3/15/19 and 10/9/19
96.	Oney, Vonda L.	Not Specified	22721	Priority	No Evidence of Death on or Between 3/15/19 and 10/9/19
97.	Parry, William	Parry, William	24523	Priority	No Evidence of Death on or Between 3/15/19 and 10/9/19
98.	Peona, Alessio J.	Not Specified	25035	Priority	No Evidence of Death on or Between 3/15/19 and 10/9/19
99.	Pheagin, Marilyn	Not Specified	22559	Priority	No Evidence of Death on or Between 3/15/19 and 10/9/19
100.	Piland, Minnie	Piland, Minnie	23553	Priority	No Evidence of Death on or Between 3/15/19 and 10/9/19
101.	Plenty, Dal	Not Specified	26589	Priority	No Evidence of Death on or Between 3/15/19 and 10/9/19
102.	Prindle, Joan A.	Not Specified	24323	Priority	No Evidence of Death on or Between 3/15/19 and 10/9/19
103.	Raimondi, Vickie A.	Not Specified	21069	Secured	No Evidence of Death on or Between 3/15/19 and 10/9/19
104.	Renn Jr., Lawrence James	Not Specified	22722	Priority	No Evidence of Death on or Between 3/15/19 and 10/9/19

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Case No. 18-23538 (RDD)

Schedule of Claims to be Reclassified					
Ref #	Name of Claimant	Retiree Class Member Name	Affected Proof of Claim No.	Asserted Claim	Reason for Reclassification
105.	Reynolds, Judith E	Not Specified	20943	Priority	No Evidence of Death on or Between 3/15/19 and 10/9/19
106.	Rogers, Barbara Alice	Not Specified	26240	Priority	No Evidence of Death on or Between 3/15/19 and 10/9/19
107.	Sanchez, Debra	Null, Reva	26487	Priority	No Evidence of Death on or Between 3/15/19 and 10/9/19
108.	Shaffer, Thomas David	Not Specified	25369	Priority	No Evidence of Death on or Between 3/15/19 and 10/9/19
109.	Shawhan, Luella	Not Specified	25594	Priority	No Evidence of Death on or Between 3/15/19 and 10/9/19
110.	Silvey, Daphene S.	Not Specified	25360	Priority	No Evidence of Death on or Between 3/15/19 and 10/9/19
111.	Sinkiewicz, Robert W.	Not Specified	23560	Priority	No Evidence of Death on or Between 3/15/19 and 10/9/19
112.	Skinner, James C.	Skinner, Avon	21151	Priority	No Evidence of Death on or Between 3/15/19 and 10/9/19
113.	Smith, Roosevelt	Not Specified	23593	Priority	No Evidence of Death on or Between 3/15/19 and 10/9/19
114.	Snyder, Don Hax	Not Specified	21247	Priority	No Evidence of Death on or Between 3/15/19 and 10/9/19
115.	Spanitz, Rosemarie	Not Specified	25165	Priority	No Evidence of Death on or Between 3/15/19 and 10/9/19
116.	Sparks, Nanci	Wright, Joyce	20676	Priority	No Evidence of Death on or Between 3/15/19 and 10/9/19
117.	Sponziello, Peter D.	Not Specified	21956	Priority	No Evidence of Death on or Between 3/15/19 and 10/9/19
118.	Stephenson, Norman Carl	Not Specified	21300	Priority	No Evidence of Death on or Between 3/15/19 and 10/9/19
119.	Surles, Balam A.	Not Specified	24261	Secured	No Evidence of Death on or Between 3/15/19 and 10/9/19
120.	The Estate of Jane F. Landauer	Landauer, Jane	21187	Priority	Below threshold for Sears Retiree Class Membership
121.	Thomas P. Reidy (Living Trust Beneficiaries)	Not Specified	26547	Priority	No Evidence of Death on or Between 3/15/19 and 10/9/19
122.	Tibbott, Barbara D.	Not Specified	21914	Priority	No Evidence of Death on or Between 3/15/19 and 10/9/19
123.	Tibbott, Barbara D.	Not Specified	22608	Priority	No Evidence of Death on or Between 3/15/19 and 10/9/19
124.	Tyson, Dolores	Not Specified	23125	Priority	No Evidence of Death on or Between 3/15/19 and 10/9/19
125.	U'Ren, William D.	Not Specified	23990	Priority	No Evidence of Death on or Between 3/15/19 and 10/9/19
126.	Wakefield, Richard	Not Specified	23564	Priority	No Evidence of Death on or Between 3/15/19 and 10/9/19
127.	Wallace, Virginia Maxine	Not Specified	22118	Priority	No Evidence of Death on or Between 3/15/19 and 10/9/19
128.	Ward, Jr., Perle	Ward, Perle	21752	Priority	No Evidence of Death on or Between 3/15/19 and 10/9/19
129.	Wass, Carolene	Not Specified	25323	Priority	No Evidence of Death on or Between 3/15/19 and 10/9/19
130.	Wilson, Mary	Wilson, Mary	22634	Priority	No Evidence of Death on or Between 3/15/19 and 10/9/19

Debtors' Forty-Seventh Omnibus Objection to Claims
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Case No. 18-23538 (RDD)

Schedule of Claims to be Reclassified					
Ref #	Name of Claimant	Retiree Class Member Name	Affected Proof of Claim No.	Asserted Claim	Reason for Reclassification
131.	Windhausen, Karen	Not Specified	23332	Priority	No Evidence of Death on or Between 3/15/19 and 10/9/19
132.	Young, Frank	Young, Franklin	23712	Priority	No Evidence of Death on or Between 3/15/19 and 10/9/19
133.	Younge, Sr., George E.	Not Specified	22041	Priority	No Evidence of Death on or Between 3/15/19 and 10/9/19
134.	Yzaguirre, Gilbert M	Not Specified	22647	Priority	No Evidence of Death on or Between 3/15/19 and 10/9/19
135.	Zurn, Carol J.	Not Specified	23236	Secured	No Evidence of Death on or Between 3/15/19 and 10/9/19

Exhibit B

Disallowed Claims

Debtors' Forty-Seventh Omnibus Objection to Claims
Exhibit B - DisallowIn re: Sears Holdings Corporation, et al.
Case No. 18-23538 (RDD)

Schedule of Claims to be Disallowed					
Ref #	Name of Claimant	Affected Proof of Claim No.	Asserted Claim	Asserted Claim Amount	Reason for Disallowance
1.	Avanti, Louisa	14313	503(b)(9)	-	Claimant not a retiree entitled to paid-up life insurance benefit
2.	Beck, Thomas	22017	Priority	\$10,000.00	No supporting documentation provided indicating purported retiree entitled to any claim against Debtors
3.	Bell, Victor J.	18825	Priority	-	Claimant not a retiree entitled to paid-up life insurance benefit
4.	Bradley, Lisa L.	26546	Priority	\$8,500.00	Claimant not a retiree entitled to paid-up life insurance benefit
5.	Brandenburg, Walter E	22478	Priority	\$9,500.00	Duplicate of claim 23766
6.	Brandt, Jerry L	21736	Priority	\$8,500.00	Duplicate of claim 21760
7.	Brandt, Jerry L	21756	Priority	\$8,500.00	Duplicate of claim 21760
8.	Brandt, Jerry Lee	21755	Priority	\$8,500.00	Duplicate of claim 21760
9.	Byrd, Geraldine	21059	Priority	\$100,000.00	Duplicate of claim 23051
10.	Callahan, Dennis Charles	23465	Priority	\$5,000.00	Duplicate of claim 24658
11.	Clark, Kimberly	24678	Priority	\$10,000.00	Claimant not a retiree entitled to paid-up life insurance benefit
12.	Coleman Dixon, Johnniemae	18719	Priority	\$1,282.81	Claimant not a retiree entitled to paid-up life insurance benefit
13.	Conner, Deborah E.	26214	Priority	-	Claimant not a retiree entitled to paid-up life insurance benefit
14.	Darlington (Deseased), Mary L.	22406	Priority	\$5,860.00	Duplicate of claim 22912
15.	Engholm, Theresa A.	18555	Priority	\$19,883.92	Claimant not a retiree entitled to paid-up life insurance benefit
16.	Fleck, Ronald L	10423	Priority	-	Claimant not a retiree entitled to paid-up life insurance benefit
17.	Guttman, Robert S	20580	Priority	\$4,285.00	Claimant not a retiree entitled to paid-up life insurance benefit
18.	Hanesworth, Daniel J	18576	Priority	-	Claimant not a retiree entitled to paid-up life insurance benefit
19.	Hernandez, Martin	26196	Priority	\$1,000,000.00	Claimant not a retiree entitled to paid-up life insurance benefit
20.	Herring, Jimmie L	20722	Priority	\$6,200.00	Duplicate of claim 23040
21.	Hofmann, Jr., Adolf H.	21206	Priority	\$25,500.00	Duplicate of claim 24046
22.	Holt, Robie Reid	25999	Priority	\$5,000.00	Claimant not a retiree entitled to paid-up life insurance benefit

Debtors' Forty-Seventh Omnibus Objection to Claims
Exhibit B - DisallowIn re: Sears Holdings Corporation, et al.
Case No. 18-23538 (RDD)

Schedule of Claims to be Disallowed					
Ref #	Name of Claimant	Affected Proof of Claim No.	Asserted Claim	Asserted Claim Amount	Reason for Disallowance
23.	Igel, Marlene	7709	Priority	\$5,400.00	Claimant not a retiree entitled to paid-up life insurance benefit
24.	Ikegami, Carol	24447	Priority	\$10,000.00	Claimant not a retiree entitled to paid-up life insurance benefit
25.	Jones, Dianna	19198	Priority	-	Claimant not a retiree entitled to paid-up life insurance benefit
26.	Laack, Carla J	18000	Priority	\$21,600.94	Claimant not a retiree entitled to paid-up life insurance benefit
27.	Marlatt, Roy	22194	Priority	\$5,000.00	No supporting documentation provided indicating purported retiree entitled to any claim against Debtors
28.	Massy, Margaret	21028	Secured	\$50,000.00	Claimant not a retiree entitled to paid-up life insurance benefit
29.	McMahon, Helene	16767	Secured	\$89.04	Claimant not a retiree entitled to paid-up life insurance benefit
30.	Morris, Robert Douglas	21159	Priority	\$8,500.00	Duplicate of claim 24807
31.	Noble, Jay	26474	Priority	\$50,000.00	Claimant not a retiree entitled to paid-up life insurance benefit
32.	Onofry, Peter D	18245	Priority	-	Claimant not a retiree entitled to paid-up life insurance benefit
33.	Patterson, Shawn	17647	Priority	-	No supporting documentation provided indicating purported retiree entitled to any claim against Debtors
34.	Pierce, Joseph	22740	Priority	-	Claimant not a retiree entitled to paid-up life insurance benefit
35.	Sanderson, Edward	25463	Priority	\$9,500.00	Claimant not a retiree entitled to paid-up life insurance benefit
36.	Santiago, Luciano Pagan	23073	GUC	\$150,000.00	Claimant not a retiree entitled to paid-up life insurance benefit
37.	Scheidell, Richard Lee	21009	GUC	\$7,100.00	Duplicate of claim 21827
38.	Smith, Eddie	23179	Priority	\$5,000.00	Claimant not a retiree entitled to paid-up life insurance benefit
39.	Stephens, David	25560	Secured	\$25,000.00	Claimant not a retiree entitled to paid-up life insurance benefit
40.	Weldon, Lylalee L.	26032	503(b)(9)	\$18,800.00	Duplicate of claim 26158
41.	Wiegand, Sandra M	12499	Priority	\$500.00	Claimant not a retiree entitled to paid-up life insurance benefit
42.	Willett, Morris LeVan	20748	Priority	\$15,000.00	Duplicate of claim 21052
43.	Zahner, Dane Grant	11210	Priority	\$24,800.00	Claimant not a retiree entitled to paid-up life insurance benefit
44.	Zhang, Xiaolin	10019	Priority	\$15,914.88	Claimant not a retiree entitled to paid-up life insurance benefit

Exhibit C

Proposed Order

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

-----X	
In re	:
	Chapter 11
	:
SEARS HOLDINGS CORPORATION, et al.,	:
	Case No. 18-23538 (RDD)
	:
Debtors.¹	:
	(Jointly Administered)
-----X	

**ORDER GRANTING DEBTORS'
FORTY-SEVENTH OMNIBUS OBJECTION TO PROOFS OF CLAIM
(RECLASSIFY OR DISALLOW RETIREE CLAIMS)**

Upon the *Debtors' Forty-Seventh Omnibus Objection to Proofs of Claim (Reclassify or Disallow Retiree Claims)*, filed on _____, 2022 (the “**Objection**”),² of Sears Holdings Corporation and its debtor affiliates, as debtors and debtors in possession in the above-captioned chapter 11 cases (collectively, the “**Debtors**”), pursuant to the *Order Authorizing Modification of Retiree Benefits* (ECF No. 5342) (the “**Retiree Benefits Order**”) and section 502 under title 11 of the United States Code (the “**Bankruptcy Code**”), and Rule 3007 of the Federal

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, are as follows: Sears Holdings Corporation (0798); Kmart Holding Corporation (3116); Kmart Operations LLC (6546); Sears Operations LLC (4331); Sears, Roebuck and Co. (0680); ServiceLive Inc. (6774); SHC Licensed Business LLC (3718); A&E Factory Service, LLC (6695); A&E Home Delivery, LLC (0205); A&E Lawn & Garden, LLC (5028); A&E Signature Service, LLC (0204); FBA Holdings Inc. (6537); Innovel Solutions, Inc. (7180); Kmart Corporation (9500); MaxServ, Inc. (7626); Private Brands, Ltd. (4022); Sears Development Co. (6028); Sears Holdings Management Corporation (2148); Sears Home & Business Franchises, Inc. (6742); Sears Home Improvement Products, Inc. (8591); Sears Insurance Services, L.L.C. (7182); Sears Procurement Services, Inc. (2859); Sears Protection Company (1250); Sears Protection Company (PR) Inc. (4861); Sears Roebuck Acceptance Corp. (0535); SR – Rover de Puerto Rico, LLC (f/k/a Sears, Roebuck de Puerto Rico, Inc.) (3626); SYW Relay LLC (1870); Wally Labs LLC (None); SHC Promotions LLC (9626); Big Beaver of Florida Development, LLC (None); California Builder Appliances, Inc. (6327); Florida Builder Appliances, Inc. (9133); KBL Holding Inc. (1295); KLC, Inc. (0839); Kmart of Michigan, Inc. (1696); Kmart of Washington LLC (8898); Kmart Stores of Illinois LLC (8897); Kmart Stores of Texas LLC (8915); MyGofer LLC (5531); Rover Brands Business Unit, LLC (f/k/a Sears Brands Business Unit Corporation) (4658); Sears Holdings Publishing Company, LLC. (5554); Sears Protection Company (Florida), L.L.C. (4239); SHC Desert Springs, LLC (None); SOE, Inc. (9616); StarWest, LLC (5379); STI Merchandising, Inc. (0188); Troy Coolidge No. 13, LLC (None); BlueLight.com, Inc. (7034); Sears Brands, L.L.C. (4664); Sears Buying Services, Inc. (6533); Kmart.com LLC (9022); Sears Brands Management Corporation (5365); and SRe Holding Corporation (4816). The location of the Debtors' corporate headquarters is c/o M-III Partners, LP, 1700 Broadway, 19th Floor, New York, NY 10019

² Capitalized terms not otherwise herein defined shall have the meanings ascribed to such terms in the Objection.

Rules of Bankruptcy Procedures (the “**Bankruptcy Rules**”), all as more fully set forth in the Objection; and the Bankruptcy Court having jurisdiction to consider the Objection and the relief requested therein in accordance with 28 U.S.C. §§ 157(a)-(b) and 1334 and the *Amended Standing Order of Reference M-431*, dated January 31, 2012 (Preska, C.J.); and consideration of the Objection and the relief requested therein being a core proceeding pursuant to 28 U.S.C. § 157(b); and venue being proper before this Bankruptcy Court pursuant to 28 U.S.C. §§ 1408 and 1409; and due and proper notice of the relief requested in the Objection having been provided, and it appearing that no other or further notice need be provided in accordance with the Amended Case Management Order; and such notice having been adequate and appropriate under the circumstances, and it appearing that other or further notice need be provided; and the Bankruptcy Court having held a hearing to consider the relief requested in the Objection on _____ (the “**Hearing**”); and upon the record of the Hearing, and upon all of the proceedings had before the Bankruptcy Court; and the Bankruptcy Court having determined that the legal and factual bases set forth in the Objection establish just cause for the relief granted herein; and is in the best interests of the Debtors, their estates, their creditors, and all parties in interest; and after due deliberation and sufficient cause appearing therefor,

IT IS HEREBY ORDERED THAT

1. The Objection is granted.
2. Pursuant to the Retiree Benefits Order, section 502 of the Bankruptcy Code, and Bankruptcy Rule 3007, (i) each proof of claim listed on **Exhibit 1** annexed hereto is reclassified in its entirety to a general unsecured claim, and (ii) each proof of claim listed on **Exhibit 2** annexed hereto is disallowed and expunged in its entirety.

3. This Order shall not be deemed to waive, impair, release, or effect on any claims, causes of action the Debtors may hold against the Claimants, including but not limited to, claims under chapter 5 of the Bankruptcy Code, and all claims and causes of action against such Claimants shall be expressly preserved.

4. The Debtors, the Debtors' claims and noticing agent, Prime Clerk, and the Clerk of this Bankruptcy Court are authorized to take all actions necessary or appropriate to give effect to this Order.

5. The terms and conditions of this Order are effective immediately upon entry.

Dated: _____, 2022
White Plains, New York

HONORABLE ROBERT D. DRAIN
UNITED STATES BANKRUPTCY JUDGE

Exhibit 1

Reclassified Claims

Debtors' Forty-Seventh Omnibus Objection to Claims
Exhibit A - Reclass to GUCIn re: Sears Holdings Corporation, et al.
Case No. 18-23538 (RDD)

Schedule of Claims to be Reclassified					
Ref #	Name of Claimant	Retiree Class Member Name	Affected Proof of Claim No.	Asserted Claim	Reason for Reclassification
1.	Allaire Jr., Roy J.	Not Specified	22921	Priority	No Evidence of Death on or Between 3/15/19 and 10/9/19
2.	Allen, Garnet	Not Specified	25059	Priority	No Evidence of Death on or Between 3/15/19 and 10/9/19
3.	Amrein, Richard F.	Not Specified	21294	Priority	No Evidence of Death on or Between 3/15/19 and 10/9/19
4.	Betty Lee Payne Estate	Payne, Betty	25684	Priority	Below threshold for Sears Retiree Class Membership
5.	Bowes, Mary R.	Not Specified	23208	Priority	No Evidence of Death on or Between 3/15/19 and 10/9/19
6.	Brower, Norma	Not Specified	24762	Priority	No Evidence of Death on or Between 3/15/19 and 10/9/19
7.	Brown, Dorothy M	Not Specified	23957	Priority	No Evidence of Death on or Between 3/15/19 and 10/9/19
8.	Burke, Joan F	Not Specified	26576	Priority	No Evidence of Death on or Between 3/15/19 and 10/9/19
9.	Cameron, Catherine	Not Specified	21699	Priority	No Evidence of Death on or Between 3/15/19 and 10/9/19
10.	Campbell, William A	Not Specified	25135	Priority	No Evidence of Death on or Between 3/15/19 and 10/9/19
11.	Carter, Flo (Florence)	Not Specified	22277	Priority	No Evidence of Death on or Between 3/15/19 and 10/9/19
12.	Cassel Jr, Walter C	Not Specified	22681	Priority	No Evidence of Death on or Between 3/15/19 and 10/9/19
13.	Castellana, John E	Not Specified	22257	Priority	No Evidence of Death on or Between 3/15/19 and 10/9/19
14.	Childers, Ethel Idell	Not Specified	24868	Priority	No Evidence of Death on or Between 3/15/19 and 10/9/19
15.	Churchwell, Doris J.	Not Specified	21364	Priority / Secured / 503(b)(9)	No Evidence of Death on or Between 3/15/19 and 10/9/19
16.	Cinquanto, Raymond D	Not Specified	21768	Priority	No Evidence of Death on or Between 3/15/19 and 10/9/19
17.	Cornelius, Brenda	Paulk, Leonard	25343	Priority	No Evidence of Death on or Between 3/15/19 and 10/9/19
18.	Cronin, John	Not Specified	23604	Priority	No Evidence of Death on or Between 3/15/19 and 10/9/19
19.	Crump, Eleanor	Not Specified	24836	Priority	No Evidence of Death on or Between 3/15/19 and 10/9/19
20.	Darlington, Mary	Darlington, Mary	22912	Priority	No Evidence of Death on or Between 3/15/19 and 10/9/19
21.	Davis Jr, Irvin W	Not Specified	24630	Priority	No Evidence of Death on or Between 3/15/19 and 10/9/19
22.	Dechicco, Philip R.	Not Specified	25102	Priority	No Evidence of Death on or Between 3/15/19 and 10/9/19
23.	Dechicco, Philip R.	Not Specified	25103	Priority	No Evidence of Death on or Between 3/15/19 and 10/9/19
24.	D'Eugenio, Evelyn	Not Specified	22377	Priority	No Evidence of Death on or Between 3/15/19 and 10/9/19
25.	Donahue, Floretta S.	Not Specified	24935	Priority	No Evidence of Death on or Between 3/15/19 and 10/9/19
26.	Donna Rangel For The Estate Of Imogene Gorer	Not Specified	24993	Priority	No Evidence of Death on or Between 3/15/19 and 10/9/19

Debtors' Forty-Seventh Omnibus Objection to Claims
Exhibit A - Reclass to GUCIn re: Sears Holdings Corporation, et al.
Case No. 18-23538 (RDD)

Schedule of Claims to be Reclassified					
Ref #	Name of Claimant	Retiree Class Member Name	Affected Proof of Claim No.	Asserted Claim	Reason for Reclassification
27.	Dunks, Wallace Edwin	Not Specified	20995	Priority	No Evidence of Death on or Between 3/15/19 and 10/9/19
28.	Estate of Alma J. Anderson	Anderson, Elma	23050	Priority	No Evidence of Death on or Between 3/15/19 and 10/9/19
29.	Estate of Dupree Leon Cape	Cape, Dupree	24586	Priority	No Evidence of Death on or Between 3/15/19 and 10/9/19
30.	Estes, Kelsay Anne	Not Specified	21122	Priority	No Evidence of Death on or Between 3/15/19 and 10/9/19
31.	Finley, Linzie	Not Specified	25176	Secured / Priority	No Evidence of Death on or Between 3/15/19 and 10/9/19
32.	Finley, Thelma Louise	Not Specified	21923	Priority	No Evidence of Death on or Between 3/15/19 and 10/9/19
33.	Gallop, Wilma J.	Not Specified	24485	Priority	No Evidence of Death on or Between 3/15/19 and 10/9/19
34.	Garland, Kathryn J.	Not Specified	23038	Secured	No Evidence of Death on or Between 3/15/19 and 10/9/19
35.	Gervasi, Dorothy C.	Not Specified	25571	Priority	No Evidence of Death on or Between 3/15/19 and 10/9/19
36.	Golding, Charles M.	Not Specified	22011	Priority	No Evidence of Death on or Between 3/15/19 and 10/9/19
37.	Goodlow, Alphonse	Not Specified	25886	Priority	No Evidence of Death on or Between 3/15/19 and 10/9/19
38.	Gordon, Gloria M	Not Specified	25554	Priority / 503(b)(9)	No Evidence of Death on or Between 3/15/19 and 10/9/19
39.	Gravelle, Arthur P.	Not Specified	21499	Priority	No Evidence of Death on or Between 3/15/19 and 10/9/19
40.	Gremlie, Eileen	Not Specified	20670	Priority	No Evidence of Death on or Between 3/15/19 and 10/9/19
41.	Griffin, Dwight H.	Not Specified	23942	Priority	No Evidence of Death on or Between 3/15/19 and 10/9/19
42.	Guillermo, Leona	Not Specified	23278	Priority	No Evidence of Death on or Between 3/15/19 and 10/9/19
43.	Guiseppe, Catherine M	Not Specified	23460	Priority	No Evidence of Death on or Between 3/15/19 and 10/9/19
44.	Hall, Gloria	Not Specified	24978	Priority	No Evidence of Death on or Between 3/15/19 and 10/9/19
45.	Hamlin, Carl	Not Specified	23582	Priority	No Evidence of Death on or Between 3/15/19 and 10/9/19
46.	Hamlin, Carl	Not Specified	24933	Priority	No Evidence of Death on or Between 3/15/19 and 10/9/19
47.	Hamlin, Carl Lee	Not Specified	23527	Priority	No Evidence of Death on or Between 3/15/19 and 10/9/19
48.	Harmon, Jane	Harmon, Jane	23367	Priority	No Evidence of Death on or Between 3/15/19 and 10/9/19
49.	Harper, Robert	Not Specified	24211	Priority	No Evidence of Death on or Between 3/15/19 and 10/9/19
50.	Hayashida, Patsy	Not Specified	24474	Priority	No Evidence of Death on or Between 3/15/19 and 10/9/19
51.	Heinz, H. Peter	Not Specified	21844	Priority	No Evidence of Death on or Between 3/15/19 and 10/9/19
52.	Henderson, Betty	Not Specified	21090	Priority	No Evidence of Death on or Between 3/15/19 and 10/9/19

Debtors' Forty-Seventh Omnibus Objection to Claims
Exhibit A - Reclass to GUCIn re: Sears Holdings Corporation, et al.
Case No. 18-23538 (RDD)

Schedule of Claims to be Reclassified					
Ref #	Name of Claimant	Retiree Class Member Name	Affected Proof of Claim No.	Asserted Claim	Reason for Reclassification
53.	Henson, Adrienne	Johnson, Eula	22395	Priority	No Evidence of Death on or Between 3/15/19 and 10/9/19
54.	Higgins, William W.	Not Specified	26181	Secured	No Evidence of Death on or Between 3/15/19 and 10/9/19
55.	Izzo, Anthony V.	Not Specified	25286	Priority	No Evidence of Death on or Between 3/15/19 and 10/9/19
56.	Jessop, Judith A.	Not Specified	26188	Priority	No Evidence of Death on or Between 3/15/19 and 10/9/19
57.	Jones, Deniece	Not Specified	23682	Priority	No Evidence of Death on or Between 3/15/19 and 10/9/19
58.	Kampman, Carolyn Sue	Not Specified	25232	Priority	No Evidence of Death on or Between 3/15/19 and 10/9/19
59.	Karlen, Frank Wayne	Not Specified	22108	Priority	No Evidence of Death on or Between 3/15/19 and 10/9/19
60.	Kathleen G. Maj Revocable Trust	Maj, Kathleen	21561	Priority	No Evidence of Death on or Between 3/15/19 and 10/9/19
61.	Kirchoff, Clarence	Kirchoff, Clarence	25419	Priority	No Evidence of Death on or Between 3/15/19 and 10/9/19
62.	Kirkpatrick, Erna	Not Specified	23443	Priority	No Evidence of Death on or Between 3/15/19 and 10/9/19
63.	Koehler Jr., Albert A	Not Specified	23271	Priority	No Evidence of Death on or Between 3/15/19 and 10/9/19
64.	Kosobud, Kenneth Eugene	Not Specified	21335	Priority	No Evidence of Death on or Between 3/15/19 and 10/9/19
65.	Kroll, Marlene F.	Not Specified	25397	Priority	No Evidence of Death on or Between 3/15/19 and 10/9/19
66.	Krones, John L.	Not Specified	25107	Priority	No Evidence of Death on or Between 3/15/19 and 10/9/19
67.	L.A. Low	Not Specified	25680	Priority	No Evidence of Death on or Between 3/15/19 and 10/9/19
68.	Lamantia, Loretta	Not Specified	23074	Priority	No Evidence of Death on or Between 3/15/19 and 10/9/19
69.	Lesher, Donna L	Not Specified	25098	Priority	No Evidence of Death on or Between 3/15/19 and 10/9/19
70.	Licata, Mary J	Not Specified	23534	Priority	No Evidence of Death on or Between 3/15/19 and 10/9/19
71.	Lillian Malko Trust	Malko, Lillian	24553	Priority	No Evidence of Death on or Between 3/15/19 and 10/9/19
72.	Lindsley, Ernestine M	Not Specified	25855	Priority	No Evidence of Death on or Between 3/15/19 and 10/9/19
73.	Lunsford, Charles E	Not Specified	22649	Priority	No Evidence of Death on or Between 3/15/19 and 10/9/19
74.	Mack, Virginia	Not Specified	23353	Priority	No Evidence of Death on or Between 3/15/19 and 10/9/19
75.	Mampel, Elsa L	Not Specified	22866	Priority	No Evidence of Death on or Between 3/15/19 and 10/9/19
76.	Marcucci, Audrey J.	Not Specified	24197	Priority	No Evidence of Death on or Between 3/15/19 and 10/9/19
77.	Martin, Jimmy Charles	Not Specified	25173	Priority	No Evidence of Death on or Between 3/15/19 and 10/9/19
78.	Martinez, Marilyn	Not Specified	25766	Priority	No Evidence of Death on or Between 3/15/19 and 10/9/19

Debtors' Forty-Seventh Omnibus Objection to Claims
Exhibit A - Reclass to GUCIn re: Sears Holdings Corporation, et al.
Case No. 18-23538 (RDD)

Schedule of Claims to be Reclassified					
Ref #	Name of Claimant	Retiree Class Member Name	Affected Proof of Claim No.	Asserted Claim	Reason for Reclassification
79.	Mary Ellen Williams Trust	Williams, Mary	26424	Priority	No Evidence of Death on or Between 3/15/19 and 10/9/19
80.	Maxfield, Gerard Peter	Not Specified	23716	Priority	No Evidence of Death on or Between 3/15/19 and 10/9/19
81.	McAllister, Donna	Mccallister, Carl	25711	Priority	No Evidence of Death on or Between 3/15/19 and 10/9/19
82.	Mcallister, Donna J	Not Specified	25073	Priority	No Evidence of Death on or Between 3/15/19 and 10/9/19
83.	McCarthy Sr, Jerome Devins	Not Specified	23066	Priority	No Evidence of Death on or Between 3/15/19 and 10/9/19
84.	Meeler, Katheren	Not Specified	23283	503(b)(9)	No Evidence of Death on or Between 3/15/19 and 10/9/19
85.	Mellene, Charlotte C.	Not Specified	21506	Priority	No Evidence of Death on or Between 3/15/19 and 10/9/19
86.	Membrila, Olga J	Not Specified	25119	Priority	No Evidence of Death on or Between 3/15/19 and 10/9/19
87.	Messer, Donna Mae	Not Specified	24100	Priority	No Evidence of Death on or Between 3/15/19 and 10/9/19
88.	Morris, James R.	Not Specified	23885	Priority	No Evidence of Death on or Between 3/15/19 and 10/9/19
89.	Mundy, Lorene G.	Not Specified	24164	Priority	No Evidence of Death on or Between 3/15/19 and 10/9/19
90.	Nappi, Amelia	Not Specified	21342	Priority	No Evidence of Death on or Between 3/15/19 and 10/9/19
91.	O'Brien, Mearl E	Not Specified	23936	Priority	No Evidence of Death on or Between 3/15/19 and 10/9/19
92.	O'Hara, Rose E.	Not Specified	25658	Priority	No Evidence of Death on or Between 3/15/19 and 10/9/19
93.	O'Heran-Rettenmaier, Helen	Not Specified	23536	Priority	No Evidence of Death on or Between 3/15/19 and 10/9/19
94.	O'Keefe, Eugene T.	Not Specified	24175	Priority	No Evidence of Death on or Between 3/15/19 and 10/9/19
95.	O'Neill, James	Not Specified	25188	Priority	No Evidence of Death on or Between 3/15/19 and 10/9/19
96.	Oney, Vonda L.	Not Specified	22721	Priority	No Evidence of Death on or Between 3/15/19 and 10/9/19
97.	Parry, William	Parry, William	24523	Priority	No Evidence of Death on or Between 3/15/19 and 10/9/19
98.	Peona, Alessio J.	Not Specified	25035	Priority	No Evidence of Death on or Between 3/15/19 and 10/9/19
99.	Pheagin, Marilyn	Not Specified	22559	Priority	No Evidence of Death on or Between 3/15/19 and 10/9/19
100.	Piland, Minnie	Piland, Minnie	23553	Priority	No Evidence of Death on or Between 3/15/19 and 10/9/19
101.	Plenty, Dal	Not Specified	26589	Priority	No Evidence of Death on or Between 3/15/19 and 10/9/19
102.	Prindle, Joan A.	Not Specified	24323	Priority	No Evidence of Death on or Between 3/15/19 and 10/9/19
103.	Raimondi, Vickie A.	Not Specified	21069	Secured	No Evidence of Death on or Between 3/15/19 and 10/9/19
104.	Renn Jr., Lawrence James	Not Specified	22722	Priority	No Evidence of Death on or Between 3/15/19 and 10/9/19

Debtors' Forty-Seventh Omnibus Objection to Claims
Exhibit A - Reclass to GUCIn re: Sears Holdings Corporation, et al.
Case No. 18-23538 (RDD)

Schedule of Claims to be Reclassified					
Ref #	Name of Claimant	Retiree Class Member Name	Affected Proof of Claim No.	Asserted Claim	Reason for Reclassification
105.	Reynolds, Judith E	Not Specified	20943	Priority	No Evidence of Death on or Between 3/15/19 and 10/9/19
106.	Rogers, Barbara Alice	Not Specified	26240	Priority	No Evidence of Death on or Between 3/15/19 and 10/9/19
107.	Sanchez, Debra	Null, Reva	26487	Priority	No Evidence of Death on or Between 3/15/19 and 10/9/19
108.	Shaffer, Thomas David	Not Specified	25369	Priority	No Evidence of Death on or Between 3/15/19 and 10/9/19
109.	Shawhan, Luella	Not Specified	25594	Priority	No Evidence of Death on or Between 3/15/19 and 10/9/19
110.	Silvey, Daphene S.	Not Specified	25360	Priority	No Evidence of Death on or Between 3/15/19 and 10/9/19
111.	Sinkiewicz, Robert W.	Not Specified	23560	Priority	No Evidence of Death on or Between 3/15/19 and 10/9/19
112.	Skinner, James C.	Skinner, Avon	21151	Priority	No Evidence of Death on or Between 3/15/19 and 10/9/19
113.	Smith, Roosevelt	Not Specified	23593	Priority	No Evidence of Death on or Between 3/15/19 and 10/9/19
114.	Snyder, Don Hax	Not Specified	21247	Priority	No Evidence of Death on or Between 3/15/19 and 10/9/19
115.	Spanitz, Rosemarie	Not Specified	25165	Priority	No Evidence of Death on or Between 3/15/19 and 10/9/19
116.	Sparks, Nanci	Wright, Joyce	20676	Priority	No Evidence of Death on or Between 3/15/19 and 10/9/19
117.	Sponziello, Peter D.	Not Specified	21956	Priority	No Evidence of Death on or Between 3/15/19 and 10/9/19
118.	Stephenson, Norman Carl	Not Specified	21300	Priority	No Evidence of Death on or Between 3/15/19 and 10/9/19
119.	Surles, Balam A.	Not Specified	24261	Secured	No Evidence of Death on or Between 3/15/19 and 10/9/19
120.	The Estate of Jane F. Landauer	Landauer, Jane	21187	Priority	Below threshold for Sears Retiree Class Membership
121.	Thomas P. Reidy (Living Trust Beneficiaries)	Not Specified	26547	Priority	No Evidence of Death on or Between 3/15/19 and 10/9/19
122.	Tibbott, Barbara D.	Not Specified	21914	Priority	No Evidence of Death on or Between 3/15/19 and 10/9/19
123.	Tibbott, Barbara D.	Not Specified	22608	Priority	No Evidence of Death on or Between 3/15/19 and 10/9/19
124.	Tyson, Dolores	Not Specified	23125	Priority	No Evidence of Death on or Between 3/15/19 and 10/9/19
125.	U'Ren, William D.	Not Specified	23990	Priority	No Evidence of Death on or Between 3/15/19 and 10/9/19
126.	Wakefield, Richard	Not Specified	23564	Priority	No Evidence of Death on or Between 3/15/19 and 10/9/19
127.	Wallace, Virginia Maxine	Not Specified	22118	Priority	No Evidence of Death on or Between 3/15/19 and 10/9/19
128.	Ward, Jr., Perle	Ward, Perle	21752	Priority	No Evidence of Death on or Between 3/15/19 and 10/9/19
129.	Wass, Carolene	Not Specified	25323	Priority	No Evidence of Death on or Between 3/15/19 and 10/9/19
130.	Wilson, Mary	Wilson, Mary	22634	Priority	No Evidence of Death on or Between 3/15/19 and 10/9/19

Debtors' Forty-Seventh Omnibus Objection to Claims
Exhibit A - Reclass to GUC

In re: Sears Holdings Corporation, et al.
Case No. 18-23538 (RDD)

Schedule of Claims to be Reclassified					
Ref #	Name of Claimant	Retiree Class Member Name	Affected Proof of Claim No.	Asserted Claim	Reason for Reclassification
131.	Windhausen, Karen	Not Specified	23332	Priority	No Evidence of Death on or Between 3/15/19 and 10/9/19
132.	Young, Frank	Young, Franklin	23712	Priority	No Evidence of Death on or Between 3/15/19 and 10/9/19
133.	Younge, Sr., George E.	Not Specified	22041	Priority	No Evidence of Death on or Between 3/15/19 and 10/9/19
134.	Yzaguirre, Gilbert M	Not Specified	22647	Priority	No Evidence of Death on or Between 3/15/19 and 10/9/19
135.	Zurn, Carol J.	Not Specified	23236	Secured	No Evidence of Death on or Between 3/15/19 and 10/9/19

Exhibit 2

Disallowed Claims

Debtors' Forty-Seventh Omnibus Objection to Claims
Exhibit B - DisallowIn re: Sears Holdings Corporation, et al.
Case No. 18-23538 (RDD)

Schedule of Claims to be Disallowed					
Ref #	Name of Claimant	Affected Proof of Claim No.	Asserted Claim	Asserted Claim Amount	Reason for Disallowance
1.	Avanti, Louisa	14313	503(b)(9)	-	Claimant not a retiree entitled to paid-up life insurance benefit
2.	Beck, Thomas	22017	Priority	\$10,000.00	No supporting documentation provided indicating purported retiree entitled to any claim against Debtors
3.	Bell, Victor J.	18825	Priority	-	Claimant not a retiree entitled to paid-up life insurance benefit
4.	Bradley, Lisa L.	26546	Priority	\$8,500.00	Claimant not a retiree entitled to paid-up life insurance benefit
5.	Brandenburg, Walter E	22478	Priority	\$9,500.00	Duplicate of claim 23766
6.	Brandt, Jerry L	21736	Priority	\$8,500.00	Duplicate of claim 21760
7.	Brandt, Jerry L	21756	Priority	\$8,500.00	Duplicate of claim 21760
8.	Brandt, Jerry Lee	21755	Priority	\$8,500.00	Duplicate of claim 21760
9.	Byrd, Geraldine	21059	Priority	\$100,000.00	Duplicate of claim 23051
10.	Callahan, Dennis Charles	23465	Priority	\$5,000.00	Duplicate of claim 24658
11.	Clark, Kimberly	24678	Priority	\$10,000.00	Claimant not a retiree entitled to paid-up life insurance benefit
12.	Coleman Dixon, Johnniemae	18719	Priority	\$1,282.81	Claimant not a retiree entitled to paid-up life insurance benefit
13.	Conner, Deborah E.	26214	Priority	-	Claimant not a retiree entitled to paid-up life insurance benefit
14.	Darlington (Deseased), Mary L.	22406	Priority	\$5,860.00	Duplicate of claim 22912
15.	Engholm, Theresa A.	18555	Priority	\$19,883.92	Claimant not a retiree entitled to paid-up life insurance benefit
16.	Fleck, Ronald L	10423	Priority	-	Claimant not a retiree entitled to paid-up life insurance benefit
17.	Guttman, Robert S	20580	Priority	\$4,285.00	Claimant not a retiree entitled to paid-up life insurance benefit
18.	Hanesworth, Daniel J	18576	Priority	-	Claimant not a retiree entitled to paid-up life insurance benefit
19.	Hernandez, Martin	26196	Priority	\$1,000,000.00	Claimant not a retiree entitled to paid-up life insurance benefit
20.	Herring, Jimmie L	20722	Priority	\$6,200.00	Duplicate of claim 23040
21.	Hofmann, Jr., Adolf H.	21206	Priority	\$25,500.00	Duplicate of claim 24046
22.	Holt, Robie Reid	25999	Priority	\$5,000.00	Claimant not a retiree entitled to paid-up life insurance benefit

Debtors' Forty-Seventh Omnibus Objection to Claims
Exhibit B - DisallowIn re: Sears Holdings Corporation, et al.
Case No. 18-23538 (RDD)

Schedule of Claims to be Disallowed					
Ref #	Name of Claimant	Affected Proof of Claim No.	Asserted Claim	Asserted Claim Amount	Reason for Disallowance
23.	Igel, Marlene	7709	Priority	\$5,400.00	Claimant not a retiree entitled to paid-up life insurance benefit
24.	Ikegami, Carol	24447	Priority	\$10,000.00	Claimant not a retiree entitled to paid-up life insurance benefit
25.	Jones, Dianna	19198	Priority	-	Claimant not a retiree entitled to paid-up life insurance benefit
26.	Laack, Carla J	18000	Priority	\$21,600.94	Claimant not a retiree entitled to paid-up life insurance benefit
27.	Marlatt, Roy	22194	Priority	\$5,000.00	No supporting documentation provided indicating purported retiree entitled to any claim against Debtors
28.	Massy, Margaret	21028	Secured	\$50,000.00	Claimant not a retiree entitled to paid-up life insurance benefit
29.	McMahon, Helene	16767	Secured	\$89.04	Claimant not a retiree entitled to paid-up life insurance benefit
30.	Morris, Robert Douglas	21159	Priority	\$8,500.00	Duplicate of claim 24807
31.	Noble, Jay	26474	Priority	\$50,000.00	Claimant not a retiree entitled to paid-up life insurance benefit
32.	Onofry, Peter D	18245	Priority	-	Claimant not a retiree entitled to paid-up life insurance benefit
33.	Patterson, Shawn	17647	Priority	-	No supporting documentation provided indicating purported retiree entitled to any claim against Debtors
34.	Pierce, Joseph	22740	Priority	-	Claimant not a retiree entitled to paid-up life insurance benefit
35.	Sanderson, Edward	25463	Priority	\$9,500.00	Claimant not a retiree entitled to paid-up life insurance benefit
36.	Santiago, Luciano Pagan	23073	GUC	\$150,000.00	Claimant not a retiree entitled to paid-up life insurance benefit
37.	Scheidell, Richard Lee	21009	GUC	\$7,100.00	Duplicate of claim 21827
38.	Smith, Eddie	23179	Priority	\$5,000.00	Claimant not a retiree entitled to paid-up life insurance benefit
39.	Stephens, David	25560	Secured	\$25,000.00	Claimant not a retiree entitled to paid-up life insurance benefit
40.	Weldon, Lylalee L.	26032	503(b)(9)	\$18,800.00	Duplicate of claim 26158
41.	Wiegand, Sandra M	12499	Priority	\$500.00	Claimant not a retiree entitled to paid-up life insurance benefit
42.	Willett, Morris LeVan	20748	Priority	\$15,000.00	Duplicate of claim 21052
43.	Zahner, Dane Grant	11210	Priority	\$24,800.00	Claimant not a retiree entitled to paid-up life insurance benefit
44.	Zhang, Xiaolin	10019	Priority	\$15,914.88	Claimant not a retiree entitled to paid-up life insurance benefit